



SPIDER-MAN™

COVERS PLAYSTATION®2 & PLAYSTATION®3
COMPUTER ENTERTAINMENT SYSTEMS,
MICROSOFT XBOX 360™, & NINTENDO WII™

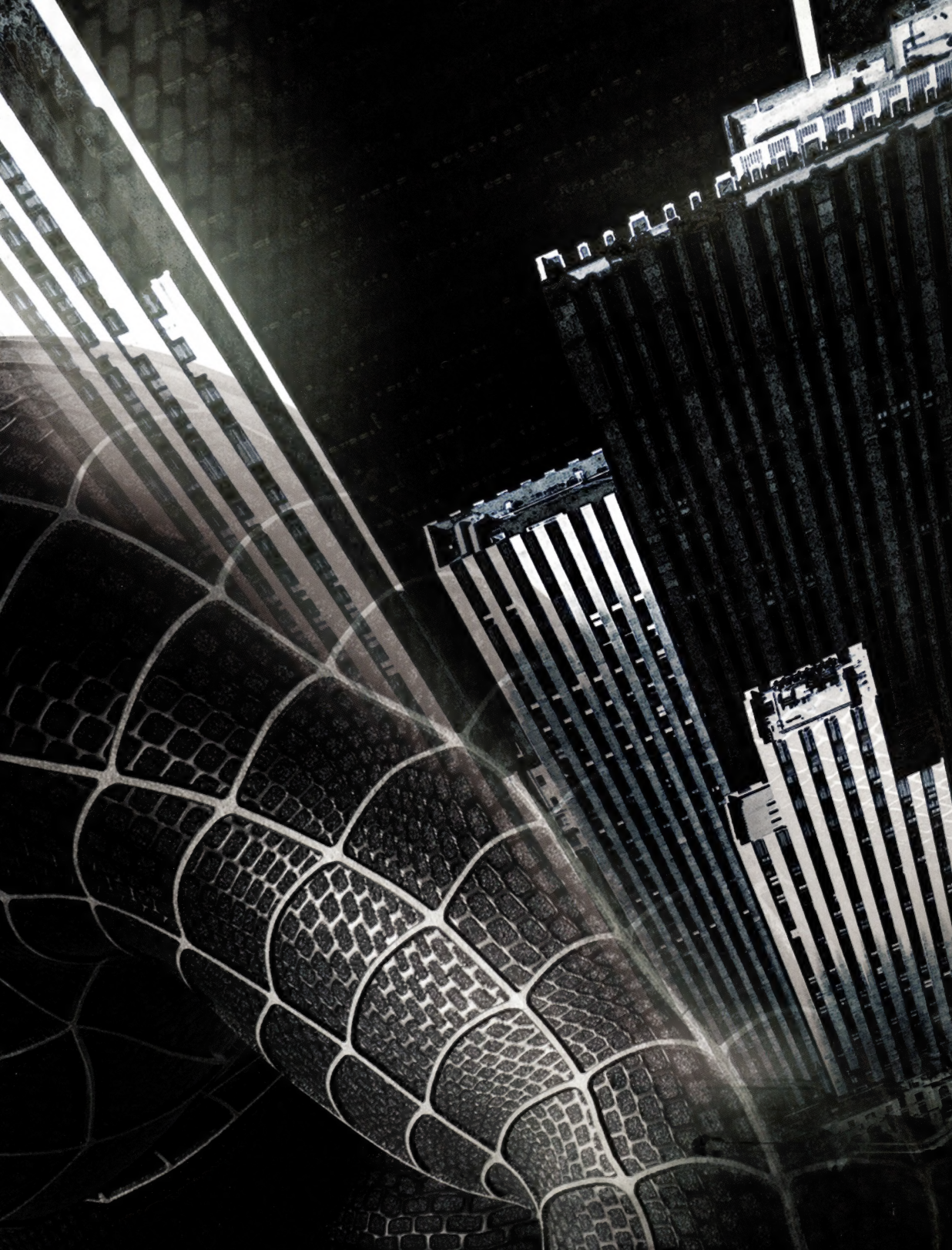
BASED ON A GAME
RATED BY THE
ESRB



ACTIVISION

Written by Rick Barba & Phillip Marcus







MICROSOFT 360 & PLAYSTATION 3

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A high-contrast, black and white image of Spider-Man in his iconic suit, crouching on a ledge and looking down at the city below. The city is a dense urban landscape with many skyscrapers, some of which are illuminated with lights. The overall tone is dramatic and moody.

GETTING STARTED

Introduction

Welcome to the official strategy guide for *Spider-Man 3*. The game is amazing, deep, vast, just like the city where it takes place. So let's jump right in, shall we? Before we do, a quick note: this strategy guide is no substitute for the game manual. If you haven't read through the documentation and gotten familiar with the game controls, please do so now. Then come on back and rejoin us. (We'll wait for you right here.)

A Note on Platforms

The screenshots for the 360/PS3 section were taken from the Xbox 360 version, but we refer to buttons by their functional names (Fast Attack, Strong Attack, Jump, Grab/Web, etc) rather than naming the buttons on a specific console controller. So the mission walkthroughs work great regardless of which version you're playing.



Peter Parker/Spider-Man

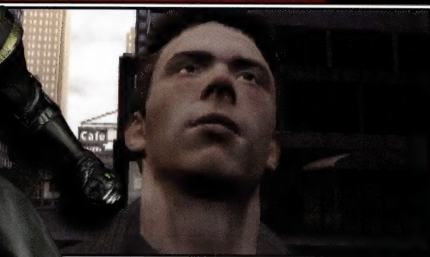
Everyone knows his story. Who would think a little spider bite could change things so drastically in a city like New York? But now Peter and his alter ego face new challenges and new enemies—including an alien symbiote that invades his suit and personality.



Mary Jane Watson

Peter Parker's one true love. Things are going well with MJ, at last. Unfortunately, the law of gravity applies to both physics and relationships: what goes up must come down. Will Spidey's new foes and interlopers interfere with the best thing in his life?





Harry Osborn/New Goblin

Peter Parker's best friend. But Harry, who knows Peter's secret identity, also believes that Spider-Man killed his father. His plans for revenge include exposing himself to the same mind and body altering substance that turned Norman Osborn into the notorious Green Goblin. Will the New Goblin settle old scores with Spider-Man?



Flint Marko/Sandman

A family man on the run gets caught in an experiment that alters his very essence. Now Flint Marko is Sandman. And as a primary suspect in the murder of Peter Parker's Uncle Ben, Marko is number one on Spider-Man's most wanted list.



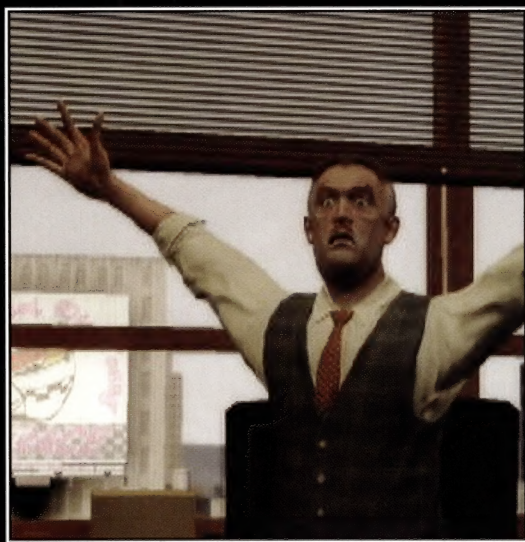
Eddie Brock/Venom

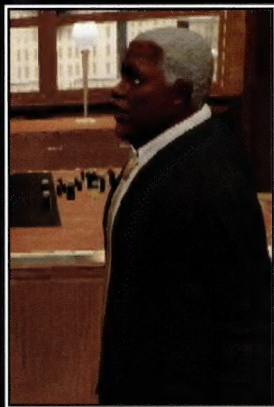
Eddie Brock is a photographer who sees Peter Parker as competition for work from the *Daily Bugle*. After an unpleasant confrontation with the Black-Suited Spider-Man, Eddie's dislike grows into an unhealthy hatred. And thus when the invasive alien symbiote decides to find a new host organism in Eddie, Peter's rival is transformed into the lethal Venom.



J. Jonah Jameson

The blustering, dictatorial head honcho at the *Daily Bugle*. JJ wants photos and stories about Spider-Man in the worst way—and his editorial angles always paint Spider-Man in the worst light. Ironically, he relies on Peter Parker to get the goods on the web-slinger.





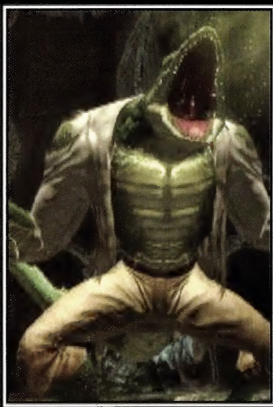
Joseph "Robbie" Robertson

Editor-in-chief at the *Daily Bugle*, and Jameson's right hand man. Robbie's moderating influence at the paper helps give some semblance of editorial balance to the *Bugle's* portrayals of Spider-Man. Robbie also gives out the photo assignments in the game.



Dr. Curt Connors/Lizard

Dr. Connors is a dedicated scientist, a good man, and a true mentor to Peter Parker who once worked for him as a teaching assistant at Empire State University. But his obsession with regenerating his lost arm by unlocking secrets of reptilian genetics leads to a fantastic experiment gone awry.



Mac Gargan/Scorpion

Macdonald "Mac" Gargan is the latest victim of the ruthless military contractor MechaBioCon (MBC). As subject of reckless MBC experimentation in both cybernetics and mind control, Gargan now wields a powerful and freakish cybernetic scorpion's tail. The implant is irreversibly fused to his spine; he'll never be the same man again. But is his mind irretrievably lost too?



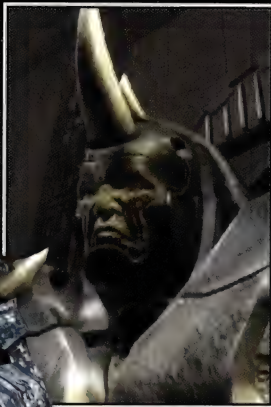
Wilson Fisk/Kingpin

Don't be fooled by the sophisticated veneer of culture. Although he poses as a legitimate businessman, Wilson Fisk is in fact the brutal, villainous "Kingpin" of crime in New York City. Any organization or gang that exploits even the tiniest turf in the city does so only with this crime lord's blessing and control. Technically not a "super-villain"—he has no superhuman powers—Fisk is nonetheless a remarkable physical specimen and a lethal foe. His 400-pound bulk is all muscle and highly trained in the fighting arts.



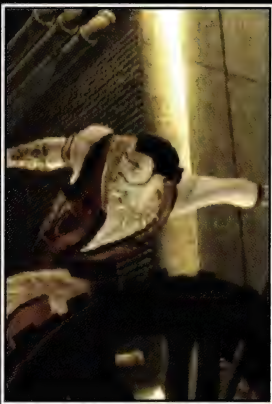
Rhino

Like Scorpion, the Rhino is the product of military cybernetic experimentation—a Soviet “super-soldier” program from Cold War days. A chemical and radioactive treatment bonded super-strong polymer to his skin to imbue him with amazing physical strength. Unfortunately, he’s the ultimate witless thug. Given to fits of mindless rage, Rhino can be outwitted but rarely overpowered. Right now he’s working as the muscle for MechaBioCon.



Kraven the Hunter

This famous big game hunter has long desired a confrontation with the creature he considers the ultimate hunt trophy: Spider-Man. Along with his companion Calypso, he was drawn to New York by the hunt for the huge Lizard and his minions who now infest the city sewers (due to Dr. Connors' unfortunate serum discovery). But his hunter's luck leads him to his ultimate prey.

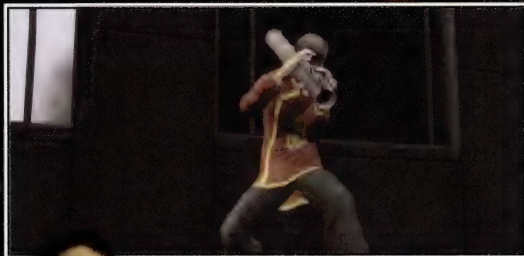


The City Gangs

As the story begins, three new street gangs have arisen in New York, controlling their respective city sectors.

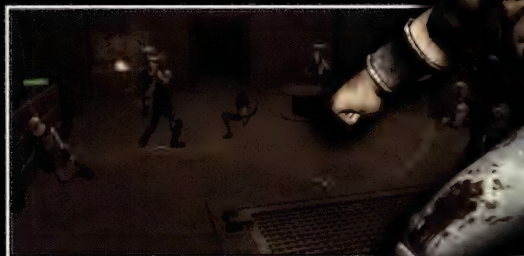
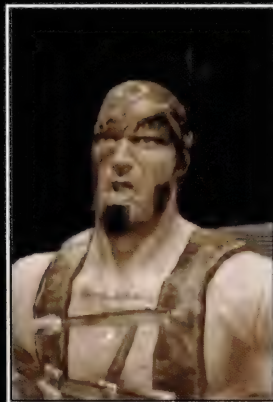
Order of the Dragon Tail

This gang of martial arts masters has locked down the southeastern districts of the city, including most of the Lower East Side, East Village, Stuyvesant Town, and Chinatown.



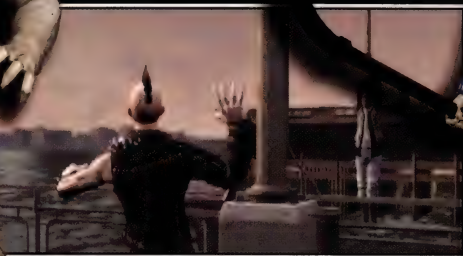
Apocalypse

The vicious punks of this criminal brotherhood terrorize the riverside districts along the Hudson including parts of Soho, Greenwich Village, West Village, Chelsea, Clinton, and the Meat Packing District.



Arsenic Candy

These bored rich-girl sociopaths prowl and victimize the upscale districts along Central Park, the Upper East Side and the Upper West Side.



THE BASICS

The City Layout

Welcome to New York. If you want to be a good Spider-Man, you'd better get to know your city. Take a good look at the city map on the foldout included with this guide. You can save a *lot* of time if you can get familiar with the city's basic layout. Spend some time swinging around town, exploring neighborhoods with the map at hand.



Learn to recognize city landmarks—City Hall, Times Square, the Empire State Building, Central Park, the History Museum, the clock tower at Columbia University, the bridges. Use these as visual waypoints as you dash across town in pursuit of urgent mission objectives.

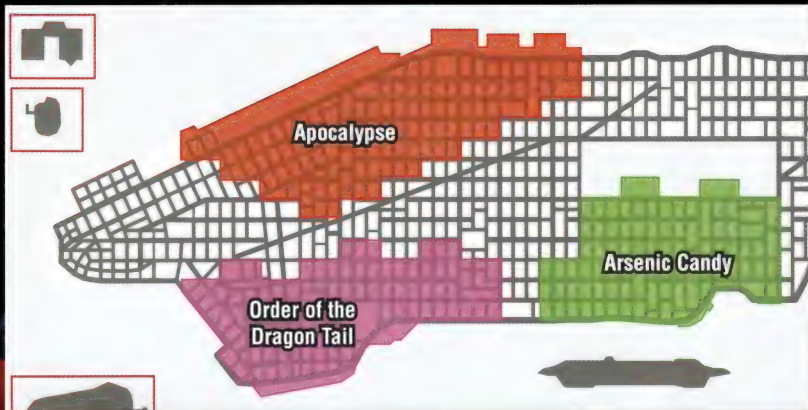
Controls



Gang Turf and the Crime Fighting Index

GAME BASICS
XBOX/PS3

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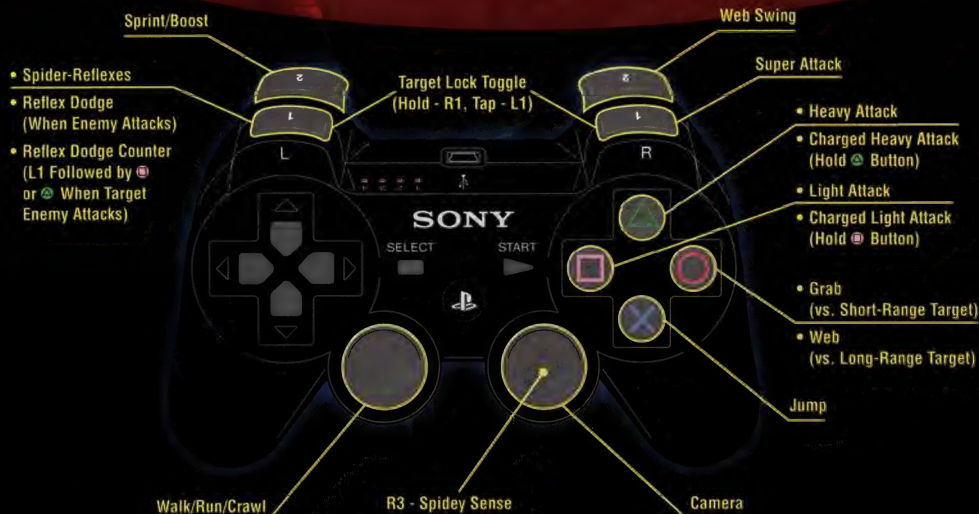


Part of the great responsibility that comes with Spider-Man's immense power is the protection of innocent civilians. Note the areas of street gang influence marked on our maps. When you first start the game, these territories are also marked on your in-game City Map in bright red, indicating the trouble brewing down there. Each of these gang turfs is subdivided into three zones.

▶ The Order of the Dragon Tail gang controls the southeastern districts. The Apocalypse crew terrorizes the western shore along the Hudson River. The Arsenic Candy girl-gang roams the upscale areas east and west of Central Park.

Local folks are fed up with gang activities, which include theft, intimidation, bank robbery, crime sprees, even brazen attacks right out on the street. These citizens demand protection! Your job. Give it to them. How well you do this is measured by the Crime Fighting Index. The more crime you thwart in a neighborhood zone, the higher your Crime Fighting Index ranking in that zone. You can also earn health and reflex upgrades.

Check your progress in this endeavor at any time by opening the Pause menu and then selecting Crime Fighting. A breakdown of your ranking by zone is available if you'd like to check it out.



Game Progression: How to Move through the Game

Spider-Man 3 features an amazingly open gameplay universe, letting you go from free exploration and single-event encounters to long, scripted missions with multiple objectives. It's a satisfying experience all the way around. We can't give you a single, best "critical path" through the game; there are many story paths you can follow. But here's a quick overview of the elements of the game structure.

City Events

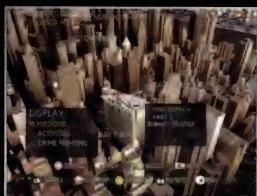
The New York City of *Spider-Man 3* is not unlike the actual city: something's *always* happening, and all you have to do is swing around a bit to find some action. Some of the events are small, random happenings—a bank robbery, a car chase, a mugging—while others are somewhat more involved.

Most "City Events" are triggered simply by proximity. As you move through an area, a siren wails or people start screaming or Spidey reports that his Spider-Sense is buzzing. Go investigate—or not. You can choose to halt the crime in progress or just ignore it if, say, you're en route to a more important mission objective.

The Story Missions

Spider-Man 3 features several sets of missions linked together to form coherent storylines. One set tells the tale of Dr. Curt Connors, the man who becomes the Lizard. Another features the story of Mac Gargan, the cybernetic freak known as Scorpion. These Story Missions tend to be much longer and more involved than the City Events. And in grand videogame fashion, each story always ends with a climactic boss battle.

Story missions become available in chronological order, of course. For example, when you complete the first Mad Bomber mission ("To Catch a Mad Bomber"), you unlock the second Mad Bomber mission ("Subway Disaster"). This "unlocking" places a spinning mission marker for the next mission somewhere in the city; it also places an icon on your City Map to show the marker's location.



To play any story-based mission you must find its corresponding mission marker in the city (usually on a rooftop, but not always) and step into it. Then press the button shown onscreen to start the mission.

Special Activities

Big cities aren't just about crime, and Spider-Man's New York is no exception. It's a fun place, with fun activities available to your average neighborhood web-slinger. You can engage in exciting cross-town races or exhilarating skydiving events. You can look for hidden tokens. (More on this later.) You can just sightsee, if you want. The city's a beautiful place.

But of course, crime-fighters such as Spider-Man also find it exciting and exhilarating to...well, to *fight crime*. So *Spider-Man 3* offers plenty of optional crime-fighting activities too, including neighborhood Combat Tours and enclosed Arena battles against various gangsters. You can also take Bomb Tours that let you race against the clock to disarm powerful explosive devices planted around the city by evil, nefarious game designers, I mean, criminals.

To try one of these activities, just open your City Map. In the Display window, scroll down to Activities and look at the map to see the icons that mark activity types and locations on the map.



One of the coolest things about *Spider-Man 3* is the inclusion of amazing animated events that you actually control. Each of these events features interactive, cinema-quality animation—thus, it's a "cinematic event." In this game, you'll encounter three types.

Test of Agility

Sometimes in the course of combat, usually against a boss, Spider-Man must perform his trademark acrobatics to evade a deadly attack. Here, you face a quick test of your button-pressing reflexes. To pass the test, you must press the controller buttons indicated by icons that appear onscreen in a timed sequence. As you nail each button in the sequence, Spider-Man makes another stunning dodge, often following up with a counterattack. If you *miss* the timing, Spidey gets whacked and suffers damage.



Test of Strength

From time to time, Spider-Man must use his super-strength for some purpose—to move or lift something heavy, to slingshot himself with his webbing, or to overcome a strong foe while locked in a grapple move during combat. Button icons appear onscreen (sometimes just one, sometimes two) and the animation shows them being depressed rapidly. This is your cue to start tapping the button(s) shown. Tap as fast as you can! Otherwise the opposing force, whether it is an enemy or just gravity, will win the test.



Cinematic Gameplay Event

In each of your boss battles, you will face one or more cinematic events that require a longer series of timed button presses. The game designers call these Cinematic Gameplay Events (CGE), and some of them can be extremely difficult. But when you finally nail a CGE, you see a dazzling animation sequence in which Spidey bests his foe.

Crimefighting Moves

Spider-Man 3 features all kinds of gameplay elements, but it is first and foremost a fighting game. Your job, after all, is to vanquish bad guys. The first set of fighting moves presented to you in the game manual is barely the tip of the iceberg—literally dozens and dozens of new moves become available as you progress through the game.

Basic Moves

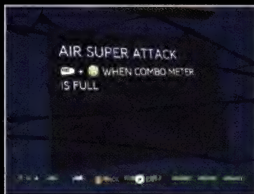
A quick press of your Fast Attack button unleashes a quick single Jab from Spider-Man; press your Strong Attack button for a quick Spring Kick. When near an enemy, you can try to grab him/her by pressing your Grab button; if you're out of reach for a grab, the same button triggers a quick Web Yank, zipping out a strand of web and pulling the foe to you.

Pressing the Jump button gets Spider-Man up high, where he's almost unbeatable. While in the air, you can use the Web button to Air Yank foes up for some fun pummeling. When Spider-Man engages foes in the air, he can unleash a wide variety of attacks without getting hit in return.

Combos

When you press certain button combinations in swift succession, Spider-Man will perform attack moves with multiple strikes. These moves are called "combos." Combo attacks can be very powerful, letting you hit a foe many times before he/she can recover and retaliate.

You start the game with the ability to execute a few simple three-button combos—for example, three quick presses of your Fast Attack button launches a combo that finishes with a swift Right Uppercut. But as you progress through the game you can unlock new combos, longer and much more formidable. Some require as many as seven rapid button-presses, so they're not always easy to execute. But mastery of combos will give Spider-Man an edge in any fight.



Note that you can also link certain combos together into unstoppable chains of attacks. (More on Combo Chains below.)

Super Attacks

Super Attacks are powerful moves that inflict heavy damage on all foes within close range of Spider-Man. You can launch one only when your Combo meter is full. As you land blows on enemies or dodge their attacks, you slowly fill up the red Combo meter in the upper left corner of the screen. The meter starts flashing when full; now you can let loose a Super Attack.

You open the game with just one Super Attack at your disposal, Spidey's Pinball move. But you unlock new Super Attacks as you progress. Be sure to regularly check your Upgrades in the Pause menu to review any new Super Attacks you've earned. And use them whenever possible, especially against big swarms of foes.

Rage Mode

When you play as the Black-Suited Spider-Man, your Combo meter fills up purple instead of red. When the meter's full, Spider-Man can unleash his dark rage, indicated by the red flame-like glow that engulfs him when you tap the button indicated onscreen. During this brief period of rage, your strength and speed of attack is enhanced and you can inflict serious damage on your enemies, landing blows you couldn't before. In fact, you inflict double damage with hits that are essentially unblockable.



Chains are formed by linking specific combos in a specific order in quick succession. When chained successfully, these linked combos let Spider-Man unleash a lengthy and unstoppable series of blows on a foe—particularly important against hard-to-hit bosses with big Hit Point totals. Take a look at the flowcharts below to see which combo attacks you can link together into chains.

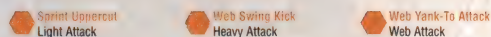
Combat Flowcharts

Here's a set of flowcharts illustrating the linking sequences that form attack chains.

SM GROUP COMBAT CHART



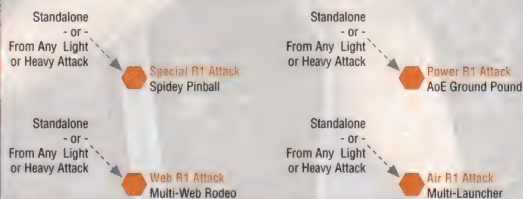
DASH ATTACKS (OPENERS)



GENERIC CHAIN ATTACKS (ENDERS)



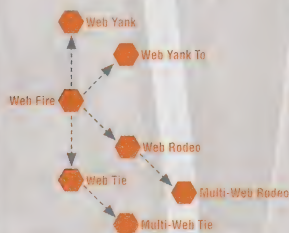
SPECIAL (R1) ATTACKS (OPENERS, ENDERS)



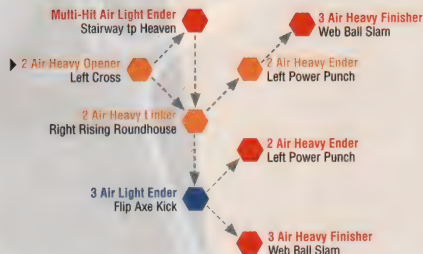
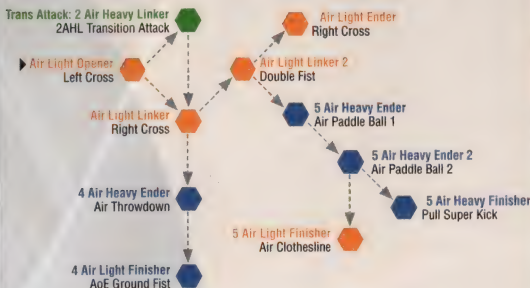
HEAVY CHAIN(S)



WEB CHAINS

**GRAPPLE CHAIN(S)**

SM AIR COMBAT CHART



BLACK SUIT GROUND COMBAT (RAGE MOVES)



Master Moves List

Here it is, the list of all of Spider-Man's amazing combat maneuvers. Keep in mind that many of these moves aren't available in the early going; you unlock them as you progress through the game. Try them all!

LIGHT/HEAVY ATTACK CHAIN (GROUND)

Attack/Function	Input (PS3)	Input (Xbox 360)	Context/Other Input	Attack Type
Jab	[X]	[X]		light opener, 1st chain
R-Cross	[X], [X]	[X], [X]		light opener, 1st chain
Uppercut	[X], [X]	[X], [X]		light linker, 1st chain
Back Slap	[X], [X], [X]	[X], [X], [X]		light linker, 1st chain
Spring Kick	[X], [X], [X]	[X], [X], [X]		light linker, 1st chain
Jaw Hwoc	[X], [X], [X]	[X], [X], [X]		light ender, 1st chain
Web Pummel	[X], [X], [X], [X]	[X], [X], [X], [X]	vs. light opponents	light finisher, 1st chain
Web Beatdown	[X], [X], [X], [X]	[X], [X], [X], [X]	vs. heavy opponents	light finisher, 1st chain
Jab	(press LAS Left or Right (toward target)) + [X]	(press LDS Left or Right (toward target)) + [X]	after right cross, if applied to a new target	light opener, directional
R-Cross	(press LAS Left, Right, or Back (toward target)) + [X]	(press LDS Left, Right, or Back (toward target)) + [X]	after left cross, if applied to a new target	light linker, directional
Double Back	(press LAS Back (toward target)) + [X]	(press LDS Back (toward target)) + [X]	vs. a target behind SM	light opener/linker, directional
Double Back	[X], [X] (press LAS Back (toward target)) + [X]	[X], [X] (press LDS Back (toward target)) + [X]	vs. a target behind SM	light linker, directional
Spring Kick	[X]	[X]		heavy opener, 2nd chain
Double Crescent	[X], [X]	[X], [X]	(also [X], [X], [X])	heavy linker, 2nd chain
Hammer	[X], [X], [X]	[X], [X], [X]		heavy linker, 2nd chain
Hurricane	[X], [X], [X]	[X], [X], [X]		heavy ender, 2nd chain
Pinball	[X], [X], [X], [X] (repeat [X])	[X], [X], [X], [X] (repeat X)		light finisher, 2nd chain
Tornado Kick	[X], [X], [X]	[X], [X], [X]		heavy linker, 3rd chain
Fury Fist	[X], [X], [X], [X]	[X], [X], [X], [X]		heavy ender, 3rd chain
Web Balls	[X], [X], [X], [X]	[X], [X], [X], [X]	(also [X], [X], [X], [X])	heavy ender, 3rd chain
Web Hammer	[X], [X], [X], [X]	[X], [X], [X], [X]		heavy ender, 3rd chain
Chained Hammer	[X], [X], [X], [X]	[X], [X], [X], [X]		heavy ender, 3rd chain
Sky Kick	[X], [X], [X]	[X], [X], [X]		light launcher, 4th chain
Stair Step Fury	[X], [X], [X] (repeat [X])	[X], [X], [X] (repeat X)		light launcher, 4th chain
Smackdown	[X], [X], [X], [X]	[X], [X], [X], [X]		heavy linker, 5th chain
Web Smackdown	[X], [X], [X], [X]	[X], [X], [X], [X]		heavy ender, 5th chain
Web Hail Fury	[X], [X], [X], [X]	[X], [X], [X], [X]	(also [X], [X], [X], [X], [X], [X], [X], [X])	heavy ender, 5th chain
Round Kick	[X], [X], [X], [X]	[X], [X], [X], [X]	(also [X], [X], [X], [X], [X], [X], [X], [X])	light linker, 6th chain
Split Kick	[X], [X], [X], [X]	[X], [X], [X], [X]		light linker, 6th chain
Cannonball	[X], [X], [X], [X]	[X], [X], [X], [X]		light finisher, 6th chain
Mini Slingshot	[X], [X], [X], [X]	[X], [X], [X], [X]		heavy ender, 6th chain
Double Air Goo	[X], [X], [X], [X]	[X], [X], [X], [X]		heavy finisher, 6th chain
Toss Up	[X], [X], [X], [X]	[X], [X], [X], [X]		heavy ender, 6th chain

LIGHT/HEAVY ATTACK CHAINS (GROUND) continued

Attack/ Function	Input (PS3)	Input (Xbox 360)	Context/Other Input	Attack Type
Thug Thresh				heavy linker, 7th chain
Corkscrew				heavy ender, 7th chain
Paddle Ball				heavy linker, 7th chain
Paddle Ball				heavy ender, 7th chain
Clothesline KO				heavy finisher, 7th chain
Air Goo				heavy finisher, 7th chain
Punch Fury	(repeat)	(repeat)		light linker, 8th chain
Tornado Fist	(hold)	(hold)		light finisher, 8th chain
Multi Launcher				light finisher, 9th chain

LIGHT/HEAVY ATTACK CHAINS (AIR)

Attack/ Function	Input (PS3)	Input (Xbox 360)	Context/Other Input	Attack Type
A-Jab				air light, 1st chain
Pummel				air light, 1st chain
Double Crush				air light, 1st chain
Brain Bash				air light, 1st chain
Fly Kick				air heavy, 2nd chain
Dizzy Kick				air heavy, 2nd chain
Power Punch				air heavy, 2nd chain
Head Stomper				air heavy, 3rd chain
Web Hail Fury				air light, 3rd chain
Air Goo				air heavy, 3rd chain
Throw Down				air heavy, 4th chain
Missile Drop				air heavy, 4th chain
Air Paddleball				air heavy, 5th chain
Air Paddleball				air heavy, 5th chain
Doe KO				air heavy, 5th chain
Spider Lash				air light, 5th chain

MISCELLANEOUS OPENERS - GRABS, WEBS, & DASHES (GROUND)

Attack/ Function	Input (PS3)	Input (Xbox 360)	Context/Other Input	Attack Type
Dragon Fist				Dash Light/ Launcher
Dragon Fist	(hold)	(hold)		Dash Light/ Launcher
Swing Kick				Dash Heavy
Grab				Grab initiate
Toss Up				Grab launcher
Pile Driver				Grab air-to-ground attack
Punch Fury	(repeat)	(repeat)		Grab light attack
Cosmic Impact				Grab heavy attack
Kick Off				Grab throw
Web Yank				Web yank
Grapple Hook	+ forward (LAS); NOTE: + not yet supported	+ forward (LDS); NOTE: + not yet supported		Dash Web
Web Rodeo	(rotate RAS)	(rotate RDS)		Rodeo
Subdue	(hold)	(hold)		Web Tie
Multi Subdue	(hold) (repeat B)	(hold) (repeat B)		Web Tie
Multi Rodeo	(hold) (repeat B), (spin RAS)	(hold) (repeat B), (spin RDS)		Web Tie/ Rodeo

MISCELLANEOUS OPENERS - GRABS, WEBS, & DASHES (AIR)

Attack/ Function	Input (PS3)	Input (Xbox 360)	Context/Other Input	Attack Type
Torpedo	+ (in air)	+ (in air)		while in air Air Dash Light
Swing Assault	+ (in air)	+ (in air)		while in air Air Dash Heavy
Air Grab	(in air)	(in air)		in air, short range Air Grab initiate
Pile Driver	(repeat) (in air)	(repeat) (in air)		in air, short range Air Grab air-to-ground attack
Stair Step Fury	(repeat) (in air)	(repeat) (in air)		in air, short range Air Grab light attack
Rocket Launcher	+ (in air)	+ (in air)		in air, short range Air Grab Heavy attack
Air Throw	+ (in air)	+ (in air)		in air, short range Air Grab Throw
Air Yank	(in air)	(in air)		in air, mid-long range Air Web yank
Air Grapple Hook	+ forward (LAS)	+ forward (LDS)		while in air Air Dash Web
Air Subdue	(hold) (in air)	(hold) (in air)		in air, mid-long range Air Web tie

GENERIC CHAIN ATTACKS - ENDERS (GROUND & AIR)

Attack/ Function	Input (PS3)	Input (Xbox 360)	Context/Other Input	Attack Type
Jump Off	(any or)	(any or)		ground-to-air jump attack
Missile Drop	(any or)	(any or)		ground-to-air jump attack
Air Yank	(any or)	(any or)		ground-to-air jump attack
Web Hail	(any or)	(any or)		ground-to-air jump attack
Web Balls	(any)	(any)		ground web projectile attack
Amazing Web Balls	(any)	(any)		ground web projectile attack
Ultra Web Balls	(any)	(any)		ground web projectile attack
Goo Bomb	(any)	(any)		ground web projectile attack
Amazing Goo Bomb	(any)	(any)		ground web projectile attack
Ultra Goo Bomb	(any)	(any)		ground web projectile attack
Air Jump Off	(any or)	(any or)		while in air jump attack
Air Yank	(any or)	(any or)		while in air jump attack

SPECIAL ATTACKS (GROUND & AIR)

Attack/Function	Input (PS3)	Input (Xbox 360)	Context/Other Input
Pinball	+ (repeat)	+ (repeat)	available when SM has achieved 8 combos/ dodges
Amazing Pinball	+ (repeat)	+ (repeat)	available when SM has achieved 8 combos/ dodges
Ultra Pinball	+ (repeat)	+ (repeat)	available when SM has achieved 8 combos/ dodges
Ground Pound	+	+	as above
Amazing Ground Pound	+	+	as above
Ultra Ground Pound	+	+	as above
Multi Rodeo	+ (spin RAS)	+ (spin RDS)	as above
Amazing Multi Rodeo	+ (spin RAS)	+ (spin RDS)	as above
Ultra Multi Rodeo	+ (spin RAS)	+ (spin RDS)	as above
Multi Launcher	+	+	as above
Amazing Multi Launcher	+	+	as above
Ultra Multi Launcher	+	+	as above
Tornado Fist	+ (in air)	+ (in air)	as above; while in air
Amazing Tornado Fist	+ (in air)	+ (in air)	as above; while in air
Ultra Tornado Fist	+ (in air)	+ (in air)	as above; while in air
Bomb Drop	+ (in air)	+ (in air)	as above; while in air
Amazing Bomb Drop	+ (in air)	+ (in air)	as above; while in air
Ultra Bomb Drop	+ (in air)	+ (in air)	as above; while in air
Double Trouble	+ (in air)	+ (in air)	as above; while in air
Amazing Double Trouble	+ (in air)	+ (in air)	as above; while in air
Ultra Double Trouble	+ (in air)	+ (in air)	as above; while in air

BLACK SUIT ONLY

BLACK SUIT SPECIAL ATTACKS (GROUND & AIR)

Attack/Function	Input (PS3)	Input (Xbox 360)	Context/Other Input
Pinball	+ (repeat)	+ (repeat)	accessible in rage 1 (every 5 seconds); or in rage 2 (indefinitely, while in rage2)
Dark Pinball	+ (repeat)	+ (repeat)	accessible in rage 1 (every 5 seconds); or in rage 2 (indefinitely, while in rage2)
Berserk Pinball	+ (repeat)	+ (repeat)	accessible in rage 1 (every 5 seconds); or in rage 2 (indefinitely, while in rage2)
Ultimate Pinball	+ (repeat)	+ (repeat)	accessible in rage 1 (every 5 seconds); or in rage 2 (indefinitely, while in rage2)
Earth Shaker	+	+	as above
Dark Earth Shaker	+	+	as above
Berserk Earth Shaker	+	+	as above
Ultimate Earth Shaker	+	+	as above
Multi Hammer	+	+	as above
Dark Multi Hammer	+	+	as above
Berserk Multi Hammer	+	+	as above
Ultimate Multi Hammer	+	+	as above
Chained Multi Hammer	+ +	+ +	as above
Trash Compactor	+	+	as above
Puppet Master	+ +	+ +	as above
Dark Puppet Master	+ +	+ +	as above
Berserk Puppet Master	+ +	+ +	as above
Ultimate Puppet Master	+ +	+ +	as above
Tornado Claw	+	+	as above; while in air
Dark Tornado Claw	+	+	as above; while in air
Berserk Tornado Claw	+	+	as above; while in air
Ultimate Tornado Claw	+	+	as above; while in air
Smart Bomb	+	+	as above; while in air
Dark Smart Bomb	+	+	as above; while in air
Berserk Smart Bomb	+	+	as above; while in air
Ultimate Smart Bomb	+	+	as above; while in air
Goo Frenzy	+	+	as above; while in air
Dark Goo Frenzy	+	+	as above; while in air
Berserk Goo Frenzy	+	+	as above; while in air
Ultimate Goo Frenzy	+	+	as above; while in air

BLACK SUIT LIGHT/HEAVY RAGE ATTACKS (GROUND & AIR)

Attack/Function	Input (PS3)	Input (Xbox 360)	Context/Other Input
Beat Down	OR OR OR	OR OR OR	accessible in rage 1 or rage 2
Annihilator	+ + OR + +	+ + OR + +	accessible in rage 1 or rage 2
Multi Hammer	+ + OR + +	+ + OR + +	accessible in rage 1 or rage 2
Chained Multi Hammer	+ + OR + +	+ + OR + +	accessible in rage 1 or rage 2
Multi Grapple Hook	+ + OR + +	+ + OR + +	accessible in rage 1 or rage 2
Crater Maker	+ + OR + +	+ + OR + +	accessible in rage 1 or rage 2
Tornado Claw	+ OR +	+ OR +	accessible in rage 1 or rage 2
Goo Frenzy	+ +	+ +	accessible in rage 1 or rage 2
Web Ball Frenzy	+ +	+ +	accessible in rage 1 or rage 2
Earth Splitter	+ +	+ +	while in air; accessible in rage 1 or rage 2
Web Hail Frenzy	+ OR +	+ OR +	while in air; accessible in rage 1 or rage 2

Photography

Several missions call for Peter/Spider-Man to use a camera and take photos. In fact, there's an entire set of five photo missions for the *Daily Bugle*, plus three



more that include photo-taking for an NYPD detective named DeWolfe. The mechanics of photo-taking couldn't be simpler, and one of the very first missions in the game provides a thorough tutorial on the process.

But here's a little tip. Sometimes your photo subjects

are moving fast—too fast to get a good photograph. So remember this fact: *Spider-Reflexes slow down the world around you*. Hold down your Spider-Reflexes button when you're having trouble getting the shot you want.

Finding Tokens

Six different types of collectible tokens are hidden throughout the city, tucked away in nooks and crannies. One token type apiece is associated with each of the three city street gangs—Apocalypse, Arsenic Candy, and Order of the Dragon Tail. One token type is found in the subway system; another type is on skyscrapers scattered across the midtown and financial districts. The final token type is...well, it's *secret*.

Again, for more on tokens, see the foldout included with this guide.

VILLAINS

Insider Tips on How to Beat *Spider-Man 3* Heavies and Bosses

Here's a rare treat. We asked our insider experts at Activision and Treyarch for their favorite attack and defense strategies against the tougher foes in the game. What we got was a veritable cornucopia of advice for us, and more importantly, for you.

So feast on this tasty meal from Activision's "Spider-Master," Adam Thomas, plus various members of the Treyarch's QA team. What follows is Adam's how-to guide to fighting the big boys (and girls) in *Spider-Man 3*—that is, the heavy soldiers of each gang type plus all the bosses.

APOCALYPSE BOSS

OFFENSIVE STRATEGY

Okay, after Mr. Eye-Patch's speech about using power irresponsibly, your best bet is to take out his henchmen first. This boss is going to block most of your regular attacks, but he can't block Super Attacks, so build up your Combo meter on the cannon fodder underlings and then unleash the best Super Attacks you have on the big guy himself. Otherwise, keep the pressure on his minions until they're toast. Once you get some alone time with the boss, your best bets are counters, charged attacks, and Super Attacks. Be patient, though; his defenses are tough to break through and he has quite a bit of health. And although it's possible to knock this guy into the ocean and end the fight quickly, it's very difficult to do, and we don't recommend you spend much time trying.

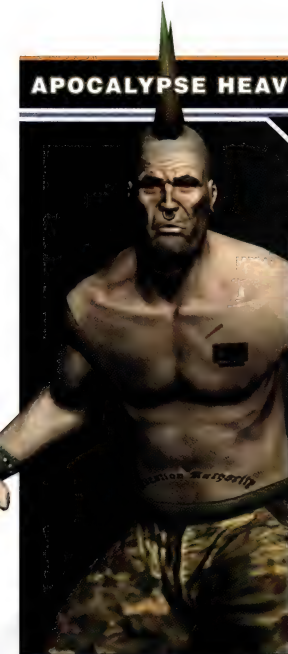
DEFENSIVE STRATEGY

If the Apocalypse Boss starts a series of spinning axe attacks, keep dodging until he finishes the cycle. You can't counter the earlier swings in this attack, but you *can* counter the last one. If at all possible, use a Super Attack with radial damage (such as Ground Pound) to interrupt this axe attack as it can go on for a while. His single whip attacks can all be countered, but his whip frenzy can't, so just get out of the way if he starts swinging that thing. Other than that, just stay out of his way, and avoid his push-back counter after Spider-Man attacks him. It does a surprising amount of damage.

Personal Favorite Strategy: Use aerial super speed attacks (Tornado Fist punches) on the boss every time the Combo meter fills while fighting his minions, so that by the time they're all defeated and he's by himself, he's dropped to two-thirds or even half health. Then it's a dance of doom, dodging his attacks and countering every time, while building up the combo meter to unleash more Super Attacks. This fight often seems like a grueling, almost eternal battle of attrition if it's done early on (it can be as early as the fourth mission you face in the game). So it might make more sense to go out into the game world and finish some other levels and then return to this one with some upgrades. Also, Goo Bombs work well on him, tying him up and letting you use Dragon Fist to punch him into the air where you can start some damaging attacks.



APOCALYPSE HEAVY



OFFENSIVE STRATEGY

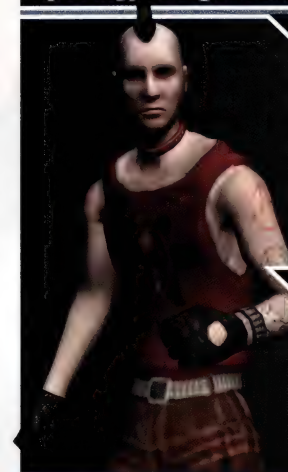
The Apocalypse Heavy Soldier blocks almost all your ground attacks after the first couple hits. This makes it difficult for you to perform the more complicated special combos on him. But the Apocalypse Heavy is one of the only heavy enemies in the game that can't dodge web attacks. Jump and hit your Web button to pull him up into the air with Air Yank, then follow up with air attacks. And remember: a webbed-up Apocalypse Heavy isn't attacking and can't defend. However he is tougher than a tank, so it takes some time to KO him.

DEFENSIVE STRATEGY

Apocalypse Heavies have powerful, but slow and highly telegraphed, attacks. Practice using the Spider-Reflexes button; it's good training. The biggest danger is when fighting other enemies near him; he likes to attack while you're dealing with someone else. So it might be wise to make this guy a priority. Oh, and stay *close* to him; although he doesn't use his ranged attack often, when he pulls out his shotgun it hurts a lot. Close proximity forces him to rely on his melee attacks. And his special attack is probably the easiest-to-dodge special in the game. So when you see the warning icon over his head, dodge and counter it to feed him your foot in style.

Personal Favorite Strategy: Rush the Apocalypse Heavy and perform a charged Dragon Fist dash attack, an uppercut that gets you both up in the air. While there, hit him a few times, leading into either an aerial super speed attack, or an Air Paddleball or other aerial combo. The moment that finishes, perform some sort of grapple attack.

Apocalypse Light Soldier



OFFENSIVE STRATEGY

This guy looks tough, but he's a pushover unless he's with a bunch of punk friends and has you significantly outnumbered. Unfortunately, this very scenario plays itself out often, as lowly scum tends to congregate in groups. The Apocalypse Light Soldier is very weak against your Fast, Web, and Air Attacks; being such a dumb brute he tends to fare better against your Strong Attack. He goes down faster than any foe other than the Light Lizards; a good fast combo or two will usually suffice to KO.

DEFENSIVE STRATEGY

This Light punk can hurt you if he connects, but he's relatively slow and easy to dodge. Watch out for his grapple move; be ready to start tapping the button if you get locked in a Test of Strength. In general, your best defense is to stay off the ground. Hop high and use Air Yank to pull individual Light Soldiers away from the pack for some air pummeling fun.

ARSENIC CANDY BOSS (PRISCILLA)

OFFENSIVE STRATEGY

Priscilla would be a *lot* harder if you fought her in the film version red and blues. As it is, use your Black-Suited rage whenever possible, and it shouldn't be too much trouble to take her out. A good trick is to go into rage mode, and just stay in it as long as possible, without triggering a Super Attack. This way Spidey's attacks can't be blocked and you'll do double damage with your hits. Stay in rage mode doing this for about 10-20 seconds, and then, just before your anger runs out, unleash a raging Air Super Attack (Dark Puppet Master) to knock her silly. Other than that, it's good to note that she'll dodge most of your attacks, but this will make Spider-Man angry, filling up his rage meter and soon allowing Spidey to go nova and become unblockable yet again. Priscilla also shares some weaknesses with her Arsenic Candy Princesses; try using your web attacks, especially Web Ball Frenzy, to send her packing.

DEFENSIVE STRATEGY

Priscilla's a bit difficult to dodge, but she appears rather late in the game so Spider-Man should have plenty of practice by now. The one thing to watch out for is her special attack, the teddy bear bomb barrage. When she unleashes this, your best move is to jump right at her and knock her out of the sky as quickly as possible to cancel the attack.

Arsenic Candy Light

OFFENSIVE STRATEGY

These girls are remarkably nimble and adept at ducking your Fast Attack punches, so focus on hammering them with Strong Attacks, against which they're very weak. The Arsenic Candy Light gangster can be yanked into the air with web, but if you try that tactic with the tougher Arsenic Candy Princess she'll pull you down and bat you with her hammer. So be careful when you try the Air Yank technique against a mixed Arsenic Candy group.

DEFENSIVE STRATEGY

For a "light" foe, the Arsenic Candy Light girls hit hard. And if you back off, she loves to toss her teddy bear grenades at you...which sound cute but inflict tremendous damage. So your best bet is to stay close—Candy Lights have no grapple attack to be wary of—and pound her with your Strong Attack combos while dodging her twirling blows. If you get overwhelmed by numbers, of course, get up in the air and Air Yank girls up to you one at a time, as we mentioned before.

ARSENIC CANDY PRINCESS

OFFENSIVE STRATEGY

This lithe, agile Princess dodges almost all of your fast attacks, so try something a bit heavier; she's more vulnerable to your strong attacks. The most effective combo against her is probably your Cannonball; she can't block it, it does a ton of damage, and it looks mega-cool. Don't use Web Yank on her, as she'll counter it about 90 percent of the time, knocking Spidey around like a slow pitch at a baseball game. Unlike the lighter version of Arsenic Candy, the Princess has a tough time fending off Spider-Man's Web Balls, so tack that attack onto the end of your combos—that is, tap the Web button after a short combo while at a distance—and you'll get some extra damage in on her. Later when Spidey is in the black suit, his Web Ball Frenzy combo works wonders against the Princess.

DEFENSIVE STRATEGY

First things first. Notice how when you try to Web Yank these gothic gang gals, they pull you toward them and hammer you? You *can* dodge this attack! And even counter it, effectively countering their counter, and that's always very cool. So keep your finger on the dodge button if you accidentally try to rope one of these lasses to you. Be mindful of counterattacks if you attempt speed attacks on them, they like to flip to your side and attack while you're still facing a different direction. Their Special attack is unbelievably painful, and you only get a moment early on to counter it. If you miss this chance, back away until they finish their spinning—again, it's an extremely powerful attack, and there's not much Spidey can do to cancel it.

Personal Favorite Strategy: Pull off a super air attack in proximity to several Arsenic Candy Princesses, then finish each one off with a Cannonball combo.

CARLYLE HEAVY THUG

OFFENSIVE STRATEGY

Spider-Man runs into these guys a *lot* more than the jetpack guys. Biggest thing to note is that the Carlyle Heavy can dodge almost all the ground attacks you use against him and will promptly roundhouse-kick you for your efforts. He has no defense against the webs or grapples, however, so your best bet is to web him up so he can't defend against a Dragon Fist combo, then use that attack to knock him into the air where he can be obliterated. (This, by the way, is my personal favorite strategy.)

DEFENSIVE STRATEGY

This heavy thug likes to toss grenades if you get too close, so if you see him wield one, jump away quickly to avoid the blast. Other than that, his attacks are telegraphed pretty well so they're easy to dodge. Remember that you can dodge his counterattacks as well, so if he tries to roundhouse you, use it to counterattack him and start a combo.

CARLYLE JETPACK THUG

OFFENSIVE STRATEGY

You only face these guys in one level (*Mad Bomber, Part 3: Jetpack Bombings*) and they really aren't much of a threat, but the best strategy is the one the game presents you. Jump at the Jetpack Thug and initiate a grapple attack so Spider-Man clammers onto his back, and then fly him around. Just slam him into buildings, cars, or light poles three times and you knock him out cold.

DEFENSIVE STRATEGY

As soon as you initiate the grapple attack, the Jetpack Thug can't attack you anymore, so the best offensive strategy is *also* the best defensive strategy.

Carlyle Light Thug

OFFENSIVE STRATEGY

As with all light enemies, Carlyle's lighter troop is easy to KO but often appears in numbers. The Light Thug is merely weak against your Fast Attack, whereas he is very weak against Strong, Web, and Air Attacks. He's easy to yank toward you with web whether on the ground or in the air. Unleash a Pinball Super Attack if several thugs converge on you.

DEFENSIVE STRATEGY

The Carlyle Light Thug a bit more durable than the Apocalypse Light Soldier, but he hits faster. He also fires his nasty weapon from range, so be ready to use your Spider-Reflexes to get out of the way. As you learn in the game opening tutorial mission, the Light Thug is susceptible to a counterattack after a dodge. He has no grapple move, so don't be afraid get in close and hammer him, dodging quickly whenever the yellow warning icon appears over his head.

Dirty Cop



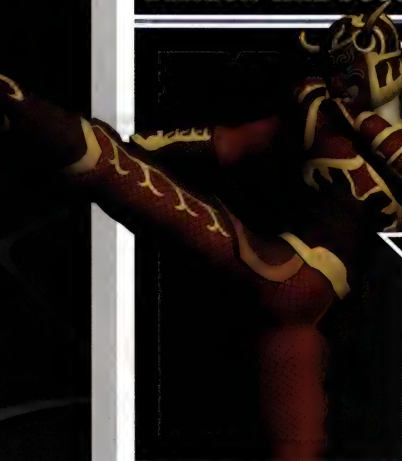
OFFENSIVE STRATEGY

Dirty Cops are big tough fellows, very strong against Strong and Air Attacks and particularly resistant to Web Attacks. So concentrate on speed of movement and your Fast Attack, against which Dirty Cops are very weak. And be ready to dodge and counterattack.

DEFENSIVE STRATEGY

Dirty Cops wield big shotguns that deal serious damage, so stay active and try to stay close enough to neutralize the weapons. The cops hit fairly hard and can immobilize you with a strong grapple attack, so strike fast and dodge away. Although your Web Attacks are largely useless, you can Web or Air Yank the crooked cops and pummel them.

DRAGON TAIL BOSS



OFFENSIVE STRATEGY

This guy likes to teleport a lot, doesn't he? Naturally, this makes it much harder to get in a good hit on him. But when Spider-Man's in ebony threads, trigger rage mode and unleash a Super Attack. This stuns the boss, so immediately attack with combos before he gets a chance to recover. This is your best opening, as his teleporting dodges make it very difficult to hit him otherwise.

DEFENSIVE STRATEGY

The most important thing to keep in mind is that Spider-Man *can* dodge this boss's counterattacks, so make sure you do that. When he starts teleporting quickly around you, start moving and going on the defensive. And be very careful to avoid his special grab attack. Like the Dragon Tail Heavy Soldier's version of this attack, it takes a while to break free and it inflicts a *lot* of damage.

DRAGON TAIL HEAVY



OFFENSIVE STRATEGY

The Dragon Tail Heavy blocks or dodges almost everything you bring to the table, so there is no single offensive strategy that works on him 100 percent of the time. Your best bet is to charge your attacks. He can't block these moves, but you can't really chain the attacks because the charged hit knocks the Dragon Tail quite a distance, making a follow-up hit hard. The best way to beat this heavy is to build up your combo/rage meter fighting his lighter friends and then unleash any super attack you have on him. The Strong and Aerial Super attacks seem to be the most effective against the Dragon Tail Heavy; amazingly, he can outright dodge a ground based Fast Super attack (the Pinball).

DEFENSIVE STRATEGY

As with the offensive strategy, nothing is singularly effective against the Dragon Tail Heavy. It's not too hard to dodge his regular attacks, but try to keep a little distance; he loves to use his grapple attack. Once his grapple is initiated, Spider-Man can't break free, and it can inflict significant damage. You don't want to get too far away either or he unloads with his double pistols. Even if you start to dodge, he fires for a long time, and eventually your reflexes will run out before his bullets do. So it's smarter to just jump around to avoid the bullets than trying to dance through them. Overall, Dragon Tail Heavy Soldiers are a good example of the old adage that your best defense is a good offense, so beat them as quickly as possible before they start to wear you down.

Personal Favorite Strategy: Henpeck them while fighting any friends they bring along, using super attacks as often as possible. When Spidey's in the black suit, stay in rage mode as long as possible; the Dragon Tail can't block anything you use while Spider-Man is glowing with anger. If Spidey's wearing the film version red and blues, well, it's simplistic, but just charge up a Strong attack to knock over the Dragon Tail—then chase, charge up another, and repeat.

Dragon Tail Light



OFFENSIVE STRATEGY

Interesting that an enemy designated as "light" is so tough. Isn't it? But the first time you tangle with a Dragon Tail Light, you'll understand. These martial arts masters strike with surprising power, and with their speed they can be difficult to hit with your Fast Attack. They're also moderately resistant to Strong Attacks and are almost impossible to hit hard with Air Attacks. Dragon Tail Lights are quite vulnerable to Web Attacks, however.

DEFENSIVE STRATEGY

Keep moving and dodging, because the Dragon Tail Light not only hits fast but also inflicts great damage with his grapple move if you get grabbed and lose the Test of Strength. As always, getting up in the air helps, but remember that these Lights are quite strong against your Air Attacks. Unlike other enemies in its class, however, the Dragon Tail Light has no gun or explosive projectile to nail you from range, so you can keep your distance without suffering much damage until you're ready to strike.

Exo-Suit



OFFENSIVE STRATEGY

This high-tech, heavily armored combat suit can shoot you, stomp you, and knock you silly. The most important thing to remember is to attack an Exo-Suit from behind only. The big unit will try to turn and stomp; keep hitting its backside with Fast Attack combos and don't let it turn on you. It is very durable, so you must be patient and chip away at its health.

DEFENSIVE STRATEGY

As mentioned, your overriding goal is to stay behind the Exo-Suit. If it manages to face you, immediately zip out some web and pull and/or swing away. Then take another pass, swinging over the Exo-Suit to drop in behind it again. Stick with Fast Attacks; the Exo-Suit is extremely resistant to Strong, Web, and Air Attacks. It has no grapple move, so as long as you stay behind the mech-beast you can punch away without fear of getting grabbed.

GANG BOSS BRAWL (ALL THREE BOSSES!)



OFFENSIVE STRATEGY

Don't spread your attacks between the three bosses much. The longer all three are in play at once, the shorter your lifespan, as even with Spider-Man's amazing powers and reflexes, he's going to be swarmed here. Your best bet is to use the Super Air Attack against all three (Dark Puppet Master) to weaken them all at once and then focus on the Apocalypse boss. He's got the shortest health bar and will go down the quickest. Keep hitting him and when the rage meter is full yet again, use another Super Attack against all three bosses at once. This way, by the time you're fighting the third boss in the group, his/her health will be rather depleted when you start focusing on them. Also, since each boss drops a health power-up when beaten you're going to want to gain those as quickly as possible. After the big guy, take down the Arsenic Candy Boss, saving the swift ninja for last.

DEFENSIVE STRATEGY

Believe it or not, this fight is won or lost in the first twenty seconds. Basically, if you're able to avoid the barrage of attacks that come in at the start, you can probably survive the rest of the fight. If one boss manages to grab you in a grapple attack while both of the other bosses are alive, they're all going to be hammering you at the same time, and you can expect to see the "Try Again" screen within moments. Try to separate the bosses as much as possible, so that if you do get hit by an attack it will take a few seconds for the other two gang leaders to join in, giving you enough time to escape and attack from a different angle. More so than with any other fight in the game, this battle is all about speed and movement.

HEAVY LIZARD



OFFENSIVE STRATEGY

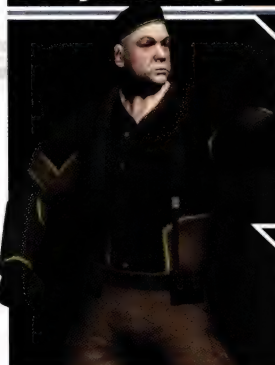
No "strategy" here, as Heavy Lizards have absolutely no ability to dodge Spider-Man's melee attacks. They slide out of the way of your webs, but not your fists, so go to town in whatever melee manner you see fit. The Heavy Lizard does have rather large amounts of health though, so it can take some doing to take him down.

DEFENSIVE STRATEGY

Again, the strategy is simple. The Heavy Lizard attacks rather quickly after you've beaten it up for a bit, so just don't let up on it and you'll be fine. Be ready for its special rush attack. If the beast starts running at you, jump out of the way rather than dodging (although the counter is pretty cool, as Spidey clotheslines the foe).

Personal Favorite Strategy: Open with a short simple combo then lead into a whirlwind fist attack. Lather, rinse, and repeat till defeated.

Heavy Mercenary



OFFENSIVE STRATEGY

Here's a tough foe with no single glaring weakness to exploit. The Heavy Mercenary has a lot of hit points, shoots fast, hits very hard, and is at least moderately resistant to all types of attack while particularly strong against your Strong Attack. So your best bet is to use your speed advantage and unleash combo strings that keep him on his heels. Stick to Fast Attacks.

DEFENSIVE STRATEGY

With a rifle to fire from long range and a brutal grapple move that can inflict a lot of damage at close range, the Heavy Mercenary can be a handful. Keep close but be ready to dodge; he can strike very quickly.

KINGPIN

OFFENSIVE STRATEGY

Combat strategy versus Kingpin is actually very simple, but until you figure him out he can be mind-bogglingly frustrating. He blocks almost all your attacks and immediately counterattacks. The trick is to get into a rage mode state and stay in it for as long as possible, attacking with regular attacks constantly. Unlike other bosses where this is just a useful tactic, against the Kingpin it's essentially the only one to use. Aside from rage mode attacks, only your counterattacks can hit him; and if you use *that* strategy this fight takes a brutally long time to finish.

DEFENSIVE STRATEGY

Most of Kingpin's attacks are fairly well telegraphed and all of them can be dodged with the reflex dodge button. The real trick here is to counter his counterattacks. Whenever Spider-Man tries to hit Kingpin with a normal, non-rage attack, Kingpin blocks and counters. It takes some precise timing to counter his counters. Until you master that he'll land some hard blows.

OFFENSIVE STRATEGY

Best combo to use against Kraven, hands down, is the Annihilator punch combo. It hits hard and Kraven cannot block or dodge that last punch. When it does connect you might try linking this into a Multi-Web Hammer combo—you'll usually miss, but if you connect, it's more than worth the try. Focus on getting those Annihilator hits in, and using the rage tactically. While in any of his animal forms, Kraven can't block rage attacks well, so get in as many regular attacks as possible while you're glowing before ending with a Super Attack. If Kraven is alone, use your Air Super Attack (Dark Puppet Master), but if he's spawned his clones, use the Strong Super Attack (Ultimate Earth Shaker) to destroy all of the clones at once. When Kraven morphs into his bird form, jump-attack him in the air and bring him down to the ground. If you can keep him grounded, he can't throw his feather darts at you, which do a surprising amount of damage.

DEFENSIVE STRATEGY

Kraven employs a lot of different tactics in this fight, so your defensive tactics have to keep shifting too. His standard hunter attacks aren't too complicated, although it might not be wise to try longer combos on him, as he'll often dodge the last strike and counterattack you. When Kraven's in bear form, he uses close attacks and grapples almost exclusively, so it's best to keep your distance. Wait for one of his combos to end then hit him fast and run. The bear form also unleashes a radial ground pound, so if you see the bear leap into the air, you should jump away fast. When Kraven's in his bird form, it's fairly easy to avoid his feather dart attacks as long as you keep moving and jumping away. The bird form is weak on the ground so just make sure you keep knocking him out of the air and this one will pass quickly. When Kraven's in his panther form, however, his tactic changes from constant assault to a hit and run style. To counter this, take the fight to him and keep the pressure on, making sure he can't recover. Be ready to dodge though; Kraven counters a lot in panther form.

OFFENSIVE STRATEGY

In the second fight with Kraven, he tries to be tricky by drinking a potion that makes him invisible, but it isn't very effective. Just go into Spider-Sense mode and you'll be able to spot him pretty easily. Kraven's still using his panther strategy here so reapply the heavy attack pressure you used against that form in the last fight. Just remember to switch on Spider-Sense whenever he suddenly disappears. If you're having a hard time finding Kraven, beat up the roaming lizards to fill up your rage bar then use an Air Super Attack (Dark Puppet Master) to drag Kraven to you and do a fair amount of automatic damage.

DEFENSIVE STRATEGY

This fight is actually far trickier due to the other lizards that roam the level, not because of Kraven's invisibility (since it doesn't work terribly well). The lizards don't attack Kraven, only you, and can make this fight much harder as a result. Try to avoid Kraven's grapple at any cost, and if he does seize you, break out of it as quickly as possible; the real danger lies in the fact that the other lizards often attack mercilessly while he's holding you still. Of course, his invisibility makes him harder to dodge, so stick with your Spider-Sense to make sure you're not caught off guard. This fight becomes a long battle of attrition and can get rather frustrating for the impatient or inexperienced. Keep plugging away and eventually you'll prevail.

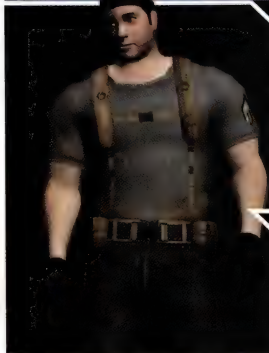
Light Lizard
OFFENSIVE STRATEGY

This reptile is your weakest foe, but don't get cocky as he tends to travel in slimy swarms. The Light Lizard is very weak against all but Web attacks, so mix up Fast and Strong Attacks in combos to dispatch him quickly. He is easy to Web or Air Yank, however, and this is the best way to pull individual lizards out of a mob. Note that web yanking doesn't work very well against Heavy Lizards, so in a mixed lizard mob you can yank out the lighter creatures for one-on-one combat (where Spider-Man has a huge advantage), leaving the heavier cousins for later.

DEFENSIVE STRATEGY

Yes, he's easier to dispatch, but the Light Lizard also hits a bit faster and harder than the Apocalypse Light Soldier or the Carlyle Light Thug. He also spits painful acid blobs from range, so stay close and take the attack to him—in this case, a good offense is indeed the best defense. Remember to use Spider-Reflexes to slow down lizard spit and hop out of the way.

Light Mercenary



OFFENSIVE STRATEGY

The Light Mercenary has a lot of hit points for a "light" soldier and is very resistant to your Strong Attack. He's weak against Air Attacks, however, and even better, he's very weak against Fast Attacks. (He's moderately strong against Web Attacks.) He's armed and has no grapple attack, so get in close range and whip him with your fastest punches and combos.

DEFENSIVE STRATEGY

Don't let yourself be the target in the Light Mercenary's target practice. If you're fighting a squad of them, some will squeeze off rounds from a distance as you engage in melee combat with others. Keep bouncing and moving and yanking them around with web. Keep the pressure on them; you're Spider-Man, for gosh sakes.

THE LIZARD (DR. CURT CONNORS)



OFFENSIVE STRATEGY

This fight features three parts, and the strategy changes a bit for each part.

First Sequence

While on the conveyor belts, there's not much for Spider-Man to do other than to get ready to counter the Lizard's attacks. Just ride the conveyors until the dodge prompt pops up and then hit the dodge button before the Lizard attacks. Hold the lizard in place until you knock him into the grinders—just like that you're onto the next stage of the fight, and you're thinking *maybe it isn't so easy to be green*.

Second Sequence

Okay, so now it's time for a real rumble. Luckily, this is the game's very first storyline boss, so it's not too tough to actually hit him. Your best bet is to just press on and keep attacking. Yes, the Lizard will dodge some of your attacks, and when he does, you should be prepared to

dodge his counterattacks. When Connors prepares one of his undodgeable attacks, he's invincible to Spider-Man's hits. Just back off for a second or two. Don't try using web attacks; they won't work. Tornado Fist (air speed attack) is the only Super Attack that actually hits him effectively. But other than the chance for the good Doctor to dodge, there's really not too much to be worried about here.

Third Sequence

That is, until he gets angry and his eyes and claws start glowing with reptilian rage. Now that he's really ticked off, it's quite a bit harder to hit him. Your best bet to get through his defenses is actually to let him attack you. Of course, use your Spider-Reflexes to avoid getting hit. This dodging should fill up your Combo meter so that you can unleash a Tornado Fist against him. The fight at this point just becomes a test of your reflexes and mental agility; there's no real weakness to exploit.

DEFENSIVE STRATEGY

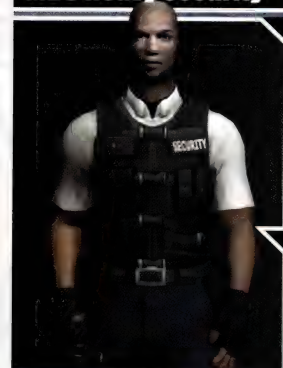
Not too much to add that hasn't been mentioned already in the offensive strategy; again, it's mostly a test of your reflexes at hitting the dodge button. However, one thing to keep in mind is to mix up your reflex dodges with jumping out of the way. The Lizard attacks a lot during the tail end of this fight. If you attempt to hold your ground and just dodge using Spider-Reflexes your meter is going to run out before the Lizard gets tired, and you're going to get hit. Also, though he only uses it very rarely, the Boss does have a special attack that Spider-Man can dodge. Fortunately, this is very easy to counter and leaves the boss open to a follow-up combo.

THE LIZARD ULTRA LIZARD VERSION**OFFENSIVE STRATEGY**

After the rather long and grueling Kraven fight, this guy comes off as a big baby. The big trick here is to knock out his glowing shield by tossing him into all four nearby generators. First, go knock down the small generator panels near the generators themselves; if you throw the lizard into one of those by accident it's going to delay you a lot, forcing you to perform at least one more toss. Once his protection is gone, the best attack to use is a raging Tornado Fist (rage meter filled, then do an aerial Fast Super Attack) while he's stuck in the ground.

DEFENSIVE STRATEGY

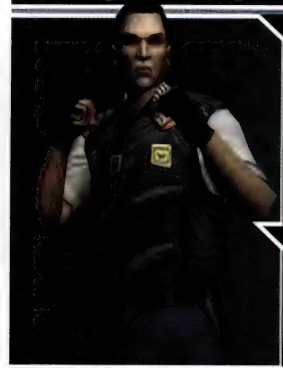
The only attacks that Spidey can reflex dodge here are the claw attacks. Everything else requires you to leap out of the way, so you should do that. After you toss the Ultra Lizard into a generator, he starts a roar attack, so jump away from him immediately after a generator toss. Next he charges you, which is fairly easy to jump over, and then he tries to spit a lot of acid at you, which is also easy to avoid with short hops. Once his shielding is gone he attempts to somersault leap into Spider-Man. This attack homes in a bit, so the best way to avoid it is a charged vertical leap, as leaping to either side often gets Spider-Man hit.

MBC Heavy Security**OFFENSIVE STRATEGY**

These guards are just tougher, more lethal versions of their Light Security counterparts. They are very resistant to Fast and Web Attacks, but weak against your Strong attack, and very weak against Air Attacks.

DEFENSIVE STRATEGY

MBC Heavy Security isn't particularly dangerous in a melee; they're strength is from range with their powerful weapons. As always with gun-wielding foes, "defend" yourself by pursuing and attacking relentlessly. Don't give them room to load and fire.

MBC Light Security**OFFENSIVE STRATEGY**

These gun-toting guards are more durable than most other light foes, so be patient when dealing out damage. MBC Light Security are more vulnerable to Strong, Web, and Air Attacks than to Fast Attacks. They shoot fast, so close the space on them quickly to unleash your Strong Attacks and combos, or jump high to avoid bullets and use the effective Air Yank move to pull them inside their gun range.

DEFENSIVE STRATEGY

Keep hopping to make yourself a moving target when you can't get after distant MBC gunners right away. They have no grapple moves, so don't be afraid to wade in and mix it up at close range.

MBC Light Mech

OFFENSIVE STRATEGY

These annoying flyers are easy to pummel into scrap parts once you manage to grab them. Forget attacking or yanking them with web; their sharp appendages usually slice right through webbing. Leap at them and launch any other kind of attack. A couple of quick combos can shatter a Light Mech in just seconds.

DEFENSIVE STRATEGY

The MBC Light Mech fires painful laser bolts from range, so keep bounding around the room as you look for opportunities to get within melee range. Again, web yanks are useless, so concentrate on getting close and use Spider-Reflexes. But beware the flyer's painful grapple attack! If it seizes Spider-Man and wins the subsequent Test of Strength, the mech inflicts a remarkable amount of damage. Be ready to tap the button displayed if you get locked in a Light Mech's grip.

THE NEW GOBLIN


OFFENSIVE STRATEGY

This fight is a bit different from others in the game because Spider-Man's on the defensive for most of it. But when the time comes to bring the pain to Harry, try leading him atop a building with a large flat roof so that you can press the attack without falling off or getting knocked off. (On a small roof, the New Goblin can escape fairly easily; if the fight moves over the edge, Peter falls while Harry stays in the air.) Learn how to "air juggle" Spider-Man a bit. Jump at the New Goblin in the air and engage him with a short combo. As the combo ends, press the jump button quickly to have Peter separate from New Goblin, and then quickly press an attack button again to start a new combo. This can be repeated almost infinitely if you learn the correct timing. Note that the only Super attack that works against Harry as New Goblin is the aerial speed attack (Tornado Fist).

DEFENSIVE STRATEGY

Watch out for the pumpkin bombs, because they hurt—a lot. Best way to avoid these Halloween-themed grenades: don't let Harry get a chance to use them. Keep the pressure on him (as in the tactics above), or he's going to get creative and start tossing the bombs and razor-bats at you. Harry's nasty sword attack can hurt and interrupt your combos unless you're really quick at dodging and countering. Indeed, overall, the best defensive strategy here is the counter-attack. It keeps him off balance and ensures that you're not taking damage.

OFFENSIVE STRATEGY



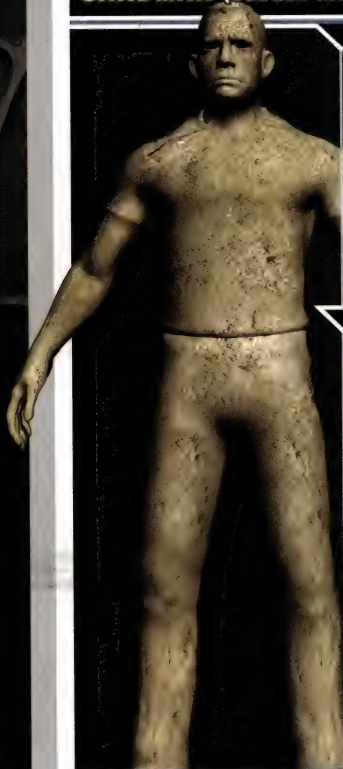
As you'll probably learn within moments after this fight begins, Rhino is completely impervious to any frontal attacks. Spidey's got to approach this problem from a different angle, from behind. Whenever you get a chance, attack Rhino from the back, and as often as possible. Any combo will do, as long as the attacks are constant and from behind. When Rhino starts swinging the metal girders around in a whirlwind pattern, your instinct is probably to stay far away to avoid damage. But oddly enough, the best way to hurt Rhino is to *jump right at him*. Use your Spider-Reflexes to dodge the girder while he's spinning, and then press the Grab button when its prompt appears onscreen. Rhino tosses the girder, and Spidey knocks it back into Rhino's face. If this opportunity is missed, Spider-Man can still try to attack Rhino, but the big behemoth grabs Spider-Man triggering a tough Test of Strength, so it's probably not a good idea to move in at this point. However, if Scorpion initiates the grapple, then jump in. Together with Scorpion, you can win a Test of Strength and inflict heavy damage on Rhino.

The last trick to this fight is tied to Rhino's charge attack. Once he starts the charge, just jump or run right at him while holding the Spider-Reflexes button, and follow the prompts on screen. This lets Spidey ride on Rhino and you can direct him into a nearby wall. Once Rhino's imbedded into a wall, use your best attacks and combos on his backside. Keep this up and eventually Spidey and Scorpion will prevail.

DEFENSIVE STRATEGY

The most important defense in this fight is to continually leap away from Rhino—far, far, away. Whenever he's taken enough damage, he starts steaming and performs one of two attacks: a radial ground slam or rip out a pillar in the room. Either way, just leap or web-zip as far away as possible. Rhino's ground slam has a *huge* radius, and inflicts massive damage. If he goes for a pillar instead he's invincible for that short time, so it's better to be safe than sorry. Other than that, Rhino's attacks, although very powerful, are slow and easy to see coming. As long as you play it safe and use hit and run tactics, he can be conquered.

SANDMAN (SUBWAY BATTLE)



OFFENSIVE STRATEGY

This boss fight is one of the more straightforward ones. Just use as many attacks and combos as possible. Since this is your first black-suit mission, learn to use the black suit's rage without unleashing a Super Attack until the last second. When a train approaches and your positioning is right, a grab prompt appears over Sandman's head that allows Spidey to interrupt any of Sandman's attacks and stuff his face into the side of a train. This does a fair chunk of damage and is easy to pull off; just make sure to stop your other attacks or Spider-Man attempts to Web Ball Sandman instead. Position Sandman so that he gets run over by trains too.

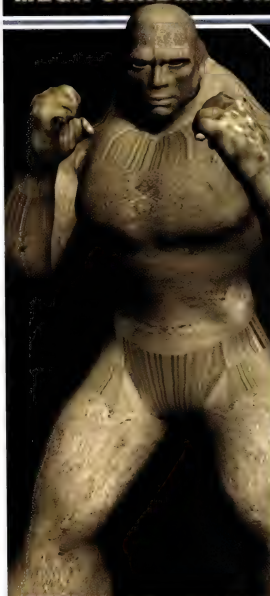
DEFENSIVE STRATEGY

Sandman inflicts a fair amount of damage with his attacks, but so do passing trains if Spider-Man gets hit. If this happens, the first priority should be to cut off Sandman before he escapes or else the mission is failed. In fact, the trains are almost more dangerous than Sandman in this fight, so pay attention to your surroundings. One thing of particular note is Sandman's shield move. When Sandman forms his arm into a sand-shield, don't attack because Sandy can instantly counterattack if you hit his shield. It's impossible to reflex dodge this counterattack, and nearly impossible to jump dodge it as well, so holding back when the shield is out is probably the best option.

In general, Sandman has probably the most impossible-to-dodge attacks in the game. In the later parts of the fight when his arms grow in to huge mace-like bludgeons, it's best to play a game of hit and run; jump in to deliver a combo and then jump back quickly. Otherwise Sandman launches his own attacks that inflict significant area damage. Don't jump *too* far away though; he'll start hurling sand bombs at you. These bombs are fast-moving and difficult to dodge, but a zigzagging run while hopping should keep you pretty safe.

Final Tip: If you're on the ropes late in the fight, just let Sandman kill you and retry. You respawn with full health while your foe only has a fraction of his.

MEGA SANDMAN FIGHTING AS NEW GOBLIN



OFFENSIVE STRATEGY

After the first "cineractive" in this fight Harry soaks Sandman with water to make him solid enough to injure with bombs. Use the stream of water to deflect the junk that Sandman tosses at you during this phase; it's not easy, but possible. After the water sequence, Harry can use specialized bomb attacks in this fight. Hold down the Super Attack button and press the Fast Attack button to unleash a 3-bomb barrage at Mega Sandman. This cluster bomb attack has the greatest chance of hitting, and it has a high chance of literally "disarming" Sandman for a few seconds. Without his arms, Sandman is helpless and you can rain down bombs with impunity until he regenerates a limb.

Other than that, just keep New Goblin's targeting reticule on Sandman's head and bomb away, since hitting his head is the only way to do damage. He'll block with his hands which get blown off by your bombs, but you'll constantly be aiming for his vulnerable point. Aiming for his arms might seem like a good idea, but since they move around a lot they're actually harder to hit when you're targeting them.

DEFENSIVE STRATEGY

First, keep circling Sandman. It takes him some time to track and pinpoint Harry's location and so circling allows you more time to both attack and dodge. Next, if you're trying to avoid damage, never avoid the level that's even with his arms—either go really high or really low. If you're in the middle, he'll use his hammer-hand punch attacks which do massive damage and can be tough to dodge. Best to just avoid that mid-level danger zone altogether. Finally, in order to dodge the projectiles he tosses at you, keep your finger on the strafe/power slide button. This makes Harry a bit more mobile in skirting side to side, the best ways to dodge these attacks. Basically as long as you stay mobile and keep tossing cluster bombs at Sandman, you'll eventually whittle him down. It may not be quick or flashy, but it's definitely the safest way to defeat him and to trigger the hardest "Cineractive" sequence of the game.

OFFENSIVE STRATEGY

This fight, in both of its incarnations, is similar to the Lizard fight in that it's a big melee and a test of your pure reflexes more than anything else. And this being the case, the same basic rules apply: don't try web attacks because they get dodged; Super Attacks don't work well except for Tornado Fist. Most longer combos don't work, although the occasional Web Hammer combo might. In the first fight in the lab, Scorpion tends to go long periods where he dodges everything you throw at him; the best thing is let him attack you so you can counterattack. Once your counter hits, his defense breaks for a bit and offers a chance for you to rush in to land as many blows as possible.

Later, on the bridge, Scorpion's defenses aren't quite as good, so just keep hammering him when ever you can. When you trigger the sequences where Spidey uses Scorpion's laser-gun tail, here are two important tips: make sure to zoom in the view (using the Strong Attack button) and activate your Spider-Reflexes to slow down time.

DEFENSIVE STRATEGY

When fighting Scorpion face to face on the ground, you should be able to avoid most of his attacks. But when he jumps up onto the bridge pylons and starts firing lasers down at Spidey, it gets much trickier. Though any single laser hit is nothing to write home about, unless Scorpion is disrupted, he'll stay up high for a while, and wear down Spider-Man with a lot of little pecking hits. The trick here is to take the fight to him, jumping right at Scorpion while holding down the Spider-Reflexes button. Hit him a couple of times if you can and get ready to dodge a laser blast. He'll jump to another pylon which should give you enough time to re-orient Spidey to attack again. After you hit him a couple times on the pylons, he'll drop back down to the platform where he's far less annoying.

VENOM

OFFENSIVE STRATEGY

When Venom is glowing red with rage, he's invincible and can't be hit, so don't even try. When he's *not* glowing, attack with your favorite/best combos, and be ready to block. Venom is vicious in *any* mode and attacks a lot if you're near him, so get close only when you can hurt him. Attack the pipe stacks to stun Venom and knock him out of rage mode. Then lay into him with attacks until he fires up his rage again. Now flee quickly to another pile of pipes and hit them to stun Venom out of his rage again. This is the strategy for the rest of the fight. Find pipes, shatter them, attack Venom, find pipes again, repeat. Once you get good at this tactic, you can actually defeat Venom without ever receiving a single punch from the toothy fellow. However, if you let him attack, Venom can tear you apart in record time.

DEFENSIVE STRATEGY

There are a few things to keep in mind with Venom. First, if you're fleeing from him (which you should do a *lot* when he's enraged) he tries to web yank Spider-Man back to him for an attack. If he succeeds with a web yank, you *can* dodge the attack. Just hold down the Spider-Reflexes button the moment Spider-Man gets pulled in. (You can even counterattack if you're really quick.) Dodging this web yank attack is necessary for survival.

The other thing to keep in mind while fleeing is to try and stay on the ground. Don't jump around a lot. If Venom tries a web yank while Spider-Man is on the ground, a Test of Strength is triggered that you can win to break out of Venom's web. But if you're in the air when Venom web yanks, you get pulled directly to him, and it's much harder to dodge. Other than that, if you're near Venom and in melee range, just reflex dodge anything he throws at you and try to jump away when he's enraged. (When enraged, Venom likes grapple attacks that do a ton of damage and can't be dodged). Basically, when Venom gets angry, run to the nearest stack of pipes, wait for him to approach, then whack the stack and attack the stunned monster. It also helps to hop up and down to different levels of the construction site, as it will usually take Venom a few moments to catch up, giving you time to position yourself next to another pipe stack.

The two fights versus Venom are essentially the same; the same strategy applies for both. Just remember that in the last one, both Spider-Man and Venom are very low on health, so you can't afford mistakes.





MISSION WALKTHROUGHS



THE STORY MISSIONS

Spider-Man faces several archenemies in this game, each of whom is part of a distinct storyline. The various parts of their stories are unlocked in overlapping ways as you progress through the game, but we've grouped each bad guy's set of missions together for easy reference.

Mad Bomber Missions

Nothing's worse than a powerful man with a big chip on his shoulder. New York has seen its share of revenge fantasies over the years, but Mr. Carlyle is a man who wants the entire city to burn for the sake of sheer vengeance. These missions provide Spider-Man with challenges not only physical but mental. Nothing tests a superhero's nerves like defusing a bomb in the heart of a teeming metropolis full of innocent people.

PART 1: TO CATCH A MAD BOMBER

Welcome to your obligatory tutorial mission. There is no map icon or mission marker for Part 1 of the Mad Bomber missions. "To Catch a Mad Bomber" automatically starts when you begin a new game, and it serves as an introduction to game basics.

Mission Enemies

Carlyle Light Thug



Action Checklist

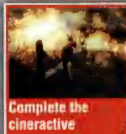
Complete the combat challenges.



Complete the movement/interaction challenges.



Complete the cineractive challenge.

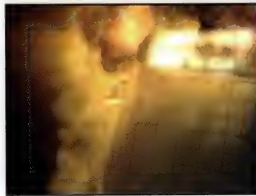


Watch the opening credits movie!



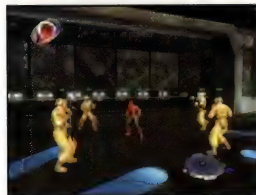
Mission Overview

The story begins as a massive Chinook helicopter banks around a burning high-rise in New York. Inside the cabin, a uniformed guard reports to a man he calls Mr. Carlyle. Carlyle gives a simple order: "Light it up." The top floor of the high-rise explodes—and within seconds, our hero arrives on the scene.



Fight the Bad Men

Okay, we're being facetious. We won't walk you step-by-step through a *tutorial*, for gosh sakes; the game itself does that for you. Just follow directions. If you screw up a task, the narrator makes a sardonic crack and you simply try it again. The first lessons teach you the basics of attack and defense.

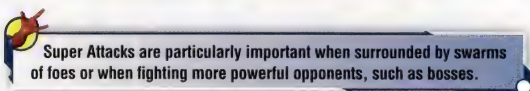


Please note the narrator's comment that different enemies block different moves. So you should always experiment with your attacks to see which ones work best against a certain type of foe. Also pay attention to the comments about dodging and counterattack. In particular, note that *counterattacks are unblockable*. Against certain opponents, counterattacking can be an extremely important tactic.



Combos and the Super Attack

Note the lessons regarding the red Combo Meter in the upper left corner. Landing a chain of blows in quick succession, as most gamers know, is called a "combo." Combos are great ways to keep a foe off balance. In this game, landing these combinations of blows also fills up your Combo Meter. When the Combo Meter is full and flashing, you can unleash powerful special attacks using your Super Attack button together with other buttons. In this tutorial you get to unleash Pinball.



Super Attacks are particularly important when surrounded by swarms of foes or when fighting more powerful opponents, such as bosses.

Spider Sense, Wall-Crawling, and Web Interaction

Your Spider Sense and Wall-Crawling are two of your most valuable spider-like abilities. In the tutorial you use Spider Sense to spot enemies through walls and find bombs hidden on the ceiling. To reach the bombs, you activate your Crawl ability. It's great fun, and essential to mastering the game. You also use your Web button to encase the bomb in web and neutralize it. Web is good stuff against an attacker, too.



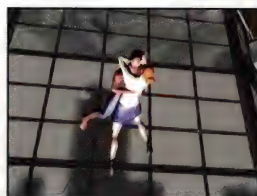
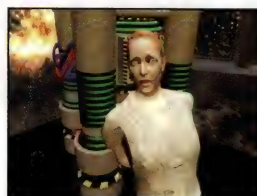
Sprint, Jump, Double-Jump, Button Sequences

Like we said, game basics. Learn how to move. You also learn how to perform certain actions called Tests of Strength by tapping controller buttons in the order they appear onscreen. In this case you tap an alternating button duo to help Spidey pull down water pipes to douse the fire.

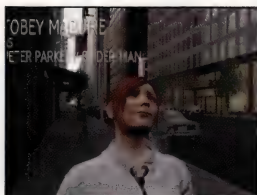


Complete the Cineractive Sequence

This game is filled with amazing cinematics that actually give you control over progress through them. These "cineractive" sequences generally ask you to manipulate the controller, pushing buttons as they appear onscreen. The tutorial's cineractive is simple and short, but you may not get it the first time. It takes some getting used to if you've never done it before. Watch for each onscreen button prompt and press the corresponding controller button quickly.



Watch the Movie



Okay, you got your tutorial. Now watch as Peter Parker sets up the story with a voiceover narrative that brings you up to date on his life.



Mission Enemies

Carlyle Light Thug



Action Checklist



Get down into the subway tunnels via the train station.



Disarm the bombs on the cables.



Disarm the bomb under the tunnel.



Disarm the bomb in the aqueduct.



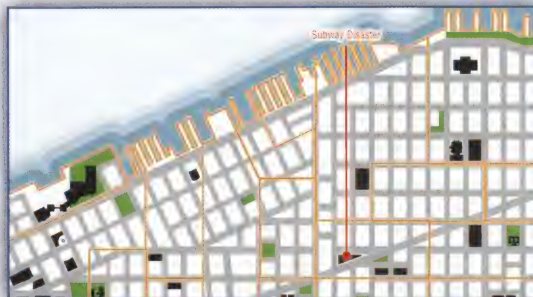
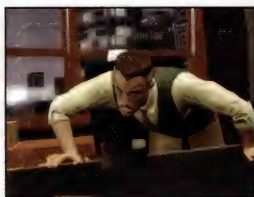
Disarm the train roundhouse bomb.



Stop the runaway train.

Mission Overview

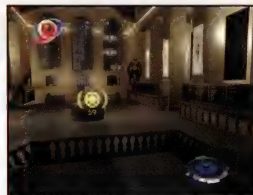
Peter visits J. Jonah Jameson to get a photo assignment, but overhears a phone call from Carlyle. The Mad Bomber plans to sow mass destruction and paralyze the city by exploding powerful bombs in the subway system.



Find the "Subway Disaster" mission marker on the roof of the Daily Bugle.

Get to the Subways

Follow the succession of yellow markers across town to the train station, then downstairs into the subway. Keep following the markers! They lead you down one of the subway tunnels. Eventually you trigger a cutscene of a Carlyle Jetpack Thug flying into a hole blasted in the side of the subway tunnel. Continue down the subway to the hole and enter.



Find the Bomber Staging Area

There's a lighted area below. Swing down to it and drop in on the four Light Thugs plotting in their staging area. Defeat them and use your Spider Sense to find a glowing map. Examine it to learn where the Thugs placed bombs in the subway. Uh oh! Looks like several bombs are right above you.



Neutralize the Five Cable Bombs

Now you must find and neutralize five bombs stashed in the massive cable bundles above you. A red meter appears onscreen, indicating the location of the first bomb and how much time is left on its countdown timer. Activate Spider Sense to see the bomb through the cables. Crawl up and around the thick cable bundle to find it. You've officially reached it when you see the Web button icon appear onscreen.

Hold down the Web button to coat the bomb with webbing; it harmlessly explodes afterward. Once you neutralize the first bomb, a new red meter appears onscreen for the second bomb, which is on the same cable bundle. Repeat the process to find and neutralize it, then do the same for all three remaining bombs, which are on the other cable bundle across the room. When you finish, there's a quick cutscene that shows the location of the next bomb.



Disarm the Bomb Under the Tunnel

When the cutscene ends, you are back on the subway tracks. Follow the yellow marker down the tunnel to the metal access hatch on the ground. Spider-Man can't open it himself, but when the next train passes, hold down your Web button; Spidey attaches webbing from train to hatch, and the train pulls the hatch open.

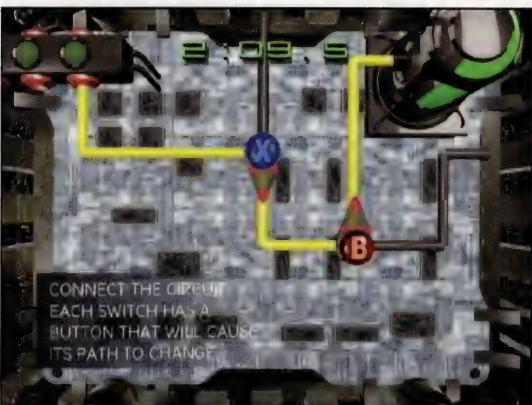


Drop down into the room below and approach the bomb. Disarm it by using your controller to solve layers of simple puzzles:

First you rotate the control stick indicated and press buttons to remove all four screws. The cover plate lifts off.



The next layer is a circuit that you must complete to get power to the core. Press the indicated buttons to rotate the node switches and direct power (the yellow flow) from the power source at left to the power core at right (the cylinder with spinning green light), as seen in the shot.



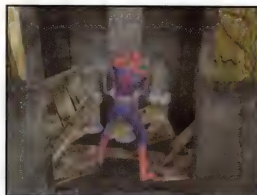
The final layer is a simple button press to disarm the bomb. Whew! A quick flythrough cinematic shows you the path to the next bomb. To exit the chamber, stand directly over the grate on the floor and make a charged leap straight up. As you fly through the open hatch above you, push the stick forward so you don't just fall back through the hatch.

Gain Access to the Aqueduct Chamber

Follow the yellow marker to the aqueduct. When you jump up into the water and swim to the wall grate, Spider-Man points out that the water is too high. Hop back out of the aqueduct.



Follow the new yellow marker to a boarded-over opening (outlined in our screenshot) on the subway wall. Punch through the boards to find a water control valve. Press the button indicated onscreen to turn the valve and stop the flow in the aqueduct above. (This starts the countdown timer for the aqueduct bomb.) Now go back up into the now-drained aqueduct and follow it into the chamber.



Disarm the Bomb in the Aqueduct Chamber

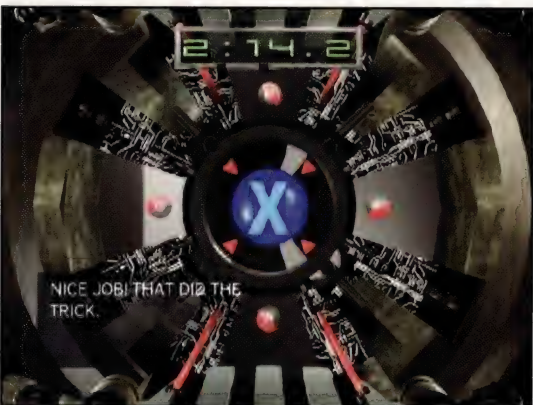


Wall-crawl up to the center of the chamber's circular ceiling grate where the bomb is attached. Press the indicated button to start the disarm sequence. First, repeatedly tap the button indicated onscreen to slide off the bomb cover.



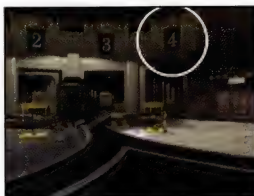
In the next layer, button icons scroll from right to left in random order. Each passes under a circuit strip. You must hit the indicated buttons, timing it so you press each one just as it passes under the circuit strip. If you miss the timing on any one you have to start over. Once you correctly nail the sequence, the circuit connects and you move to the next layer.

Once again, the last layer is a single button press that disarms the bomb. Good job! Now you have just one bomb left to disarm.



Gain Access to the Roundhouse Room Bomb

Follow the succession of yellow markers down the long subway tunnel until you trigger a cinematic. Two Carlyle Light Thugs rotate a train car on a large turntable in a roundhouse, then guide it into a storage bay. Note that it rolls into bay number 4. They've planted the last bomb in this bay and rolled the car in to block access. To disarm the bomb, you'll need to manipulate the turntable so that the car rolls back out of bay 4. Note that the bomb timer appears onscreen and starts its countdown.



Continue down the track into the train roundhouse area and defeat the thug at the control switches. Then push up the switch on the right. This rotates the turntable one bay to the right; the new car on it slides into empty storage bay number 3.



Now push up the righthand switch again. The turntable rotates right one more bay, and the car inside bay number 4 rolls out onto the turntable, giving you access to the bomb. Rush to the now-open bay and defeat the other Carlyle thug posted there. Then enter the bay and approach the bomb.

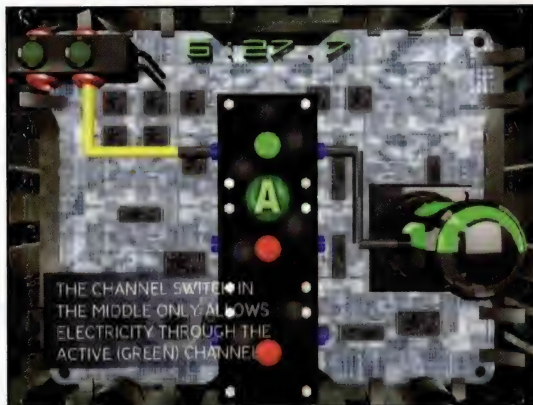


Disarm the Roundhouse Bomb

First, tap the two triggers indicated to pull apart the bomb casing for access.



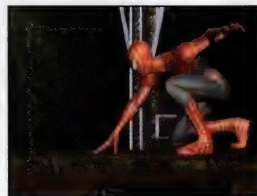
The next layer is a circuit with a channel switch in the middle. Power can flow only through an active (green) channel on the channel switch. Press the button indicated onscreen to cycle the lights until the switch lined up with the wiring is green. Now power (the yellow flow) can move through the switch to the power core.



Press the final button to disarm the bomb. The subway system is safe—almost.

Stop the Runaway Train

A Jetpack Thug pushes the release switch out in the roundhouse and sends the train car on the turntable rushing down the tracks, out of control. Spider-Man manages to leap on top of the car before it gets away, but now he must try to stop the runaway before it causes terrible damage.



Here comes a hair-raising challenge. A series of button icons float past Spider-Man—slow at first, but faster as you go along. Your job is to punch those buttons in the order they go past. Every time you hit the correct button, Spidey shoots out a web that helps slow the train car. If you miss more than a couple, you fail the challenge and have to try again. But if you nail most of the button presses, the train stops, and you successfully complete the mission.



Here's a *huge* tip for the runaway train sequence: Hold down your Spider-Reflexes button to slow down the passing button icons! Release it every few seconds to let it recharge, though.

Mission Enemies

Action Checklist

Carlyle Light Thug



Carlyle Jetpack Thug



Defuse the first bomb.



Defuse/dispose of the second bomb.



Hurry to the third bomb and dispose of it.



Chase down the Jetpack Thugs.



Defuse the final bombs.

Mission Overview

The mission starts with Spider-Man observing a pair of Carlyle Light Thugs setting up a large bomb on a nearby roof. This mission calls for you to master more complex defusing puzzles and dispose of other bombs without disarming them. You also need to hunt down some jetpack guys.



Defeat the Thugs and Defuse the Rooftop Bomb

Swing or leap over to the bomb and knock the thugs off the roof. Then start disarming the bomb. You'll notice that the bomb layers are becoming more complex as you progress through the Mad Bomber missions. Here you unscrew the face plate, then route power through a circuit from source to power core. As before, you must press controller buttons to rotate the corresponding nodes on the circuit, directing the yellow power flow across the circuit. But this bomb (and subsequent bombs) have a bigger circuit and more nodes to complicate matters.



Find the "Jetpack Bombings" mission marker on this roof near City Hall.



Note the following facts about these circuit-completion puzzles:

- Your goal is to route power from the power source to the power core. Locate the power core (the cylinder on the right with green lights spinning inside) and plot the route that leads to it.
- There is only one correct route from the power source to the power core. Don't worry, though: the mazes aren't complex. It's easy to determine the flow route. The hard part is rotating the nodes ahead of the fast-moving yellow power flow.
- Circuit puzzles are generated randomly. So if you fail and retry, you'll get a different puzzle the next time.
- More nodes means the circuit will have duplicate node types. So if you press a controller button to rotate a node, keep in mind that you're also rotating all other nodes associated with that button on the circuit.
- If the yellow power flow fails to reach the power core, nodes reset randomly.



Circuit puzzles got you frustrated?

One secret is to study the circuit maze and figure out the correct route *before* you start hitting buttons. Quickly determine the sequence of nodes that the power must flow through to reach the core, then practice hitting the corresponding controller buttons in that order for a few seconds.

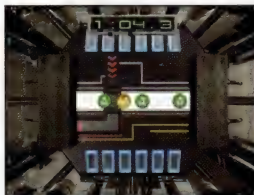
Once you've got the button-press sequence memorized, it's much easier to make the split-second decisions on node rotation as the yellow power flow moves from node to node across the circuit.

Once you defuse the first rooftop bomb, a red meter appears onscreen, displaying the location and countdown timer of the next bomb. Start swinging!



Hustle to the Second Bomb

The next bomb is on the roof of a high-rise just a few buildings down the road toward the Brooklyn Bridge, which you can see not far away. Swing up as high as you can to save time, then wall-crawl to the roof and defuse the bomb. The main challenge here is a scrolling button puzzle.



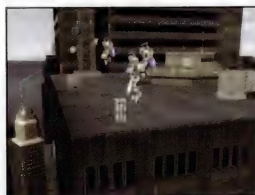
When you complete the puzzle layers, you get an unpleasant surprise: it didn't work! But you're close enough to the East River that you can hold and release the "Kick" button indicated onscreen to kick the bomb out into the water.



Be sure you're aligned correctly behind the bomb before you kick it! Aim so that the bomb flies toward the river. If the bomb lands on shore, you fail the mission.

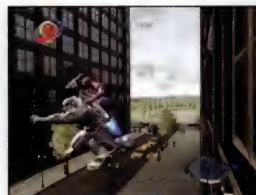
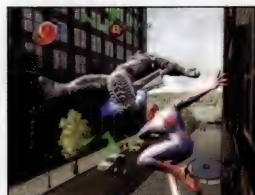
Find and Dispose of the Third Bomb

Follow the next red meter/timer with some high swinging to the roof of a very tall high-rise just up the shoreline in the Financial District. There, four Jetpack Thugs are setting another bomb. They fly off when you arrive. No time to defuse this one—just sprint across the rooftop helipad and kick the bomb out into the water. Then immediately start web-slinging in pursuit of the jetpack boys. Each of them carries a detonation core for arming a bomb!



Hunt Down the Jetpack Thugs

Follow the yellow marker to the first jetpack foe. He's down low, so descend rapidly as you approach. When you spot him, keep swinging toward him until he starts circling to make an attack pass at you. When he gets close, a green targeting marker appears around him. When he passes you, the Web/Grab button icon appears over him. Quick! Give that button a quick pop on your controller. Spidey does a Web Yank and pulls the thug down, then grabs the thug and hops on for the ride. (If he's close enough, Spidey just grabs the guy without using his web.)



Now you have some control over the jetpack's flight. Steer it into buildings, vehicles, or trees to smash the thug. After three good collisions the thug is defeated and a red meter/timer appears.

Follow the red meter to the next bomb and defuse it. Next, a yellow marker leads you to another Jetpack Thug. Web Yank him back to you, grab on, and ride him into walls to defeat him. Swing off after one last meter. Note that it is red with a yellow circle around it. This means that a Jetpack Thug is waiting at the bomb. Knock him out first or he'll disrupt the disarming process; the best way is to grab and ride him into buildings three quick times. Then turn your attention to the bomb.



Defuse the Last Bomb

This bomb has some new types of puzzle layers. The first is a pair of light tubes that emit musical tones. Just repeatedly hit the two buttons that correspond to the icons above the tubes to empty the tubes. (This process is simple now, but becomes more complicated in future bombs.)



The second is a quick reflex test. Button icons flash onscreen, one at a time. Hit the corresponding controller buttons quickly. You have a very short window of time for each button press. Your goal is to get a certain number correct in a row—in this case, four. But if you miss one before you reach four, you have to start the count all over again.

You finish with a scrolling button-press puzzle. When you finally disarm the bomb, you've won the mission. But as Spider-Man says, "The bombings won't stop until I find their boss."



PART 4: CARLYLE'S PLAN

Mission Enemies

Carlyle Light Thug



Carlyle Heavy Thugs



Action Checklist



Make the long trip to the George Washington Bridge and disarm the bomb within the time limit.



Defeat the thugs and disarm the bomb under the bridge.



Enter the chemical plant and knock out more thugs.



Adjust the pressure valves to stop the chemical spill.



Find and destroy the chemical tank being hitched to the Chinook helicopter.



Escape the exploding factory.

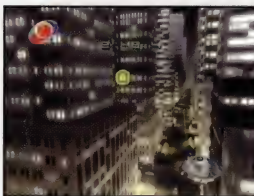
Mission Overview

Detective DeWolfe meets Spider-Man on a rooftop. She's made no progress on uncovering the identity of the Mad Bomber. Suddenly, a dispatcher call reports activity at the George Washington Bridge. And off you go!



Beat the Timer to the Bridge

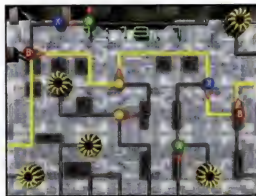
It's a *long* way to the bridge from where you start, and you have a time limit of three minutes. So don't dally, and focus on low-arcing, fast swings. Note that you can web-swing through the trees of Central Park at a really good clip; cut straight across the park if you want. (Avoid the lagoons, though.)



Find the mission marker near the Garment District, not far from the Daily Bugle.

Win the Thug Melee

When you reach the bridge, drop to the ground and run along the bridge's base to a fenced enclosure at the edge of the water, directly under the span. There, an entire platoon of Carlyle Light Thugs plus one big Carlyle Heavy Thug are planting a huge bomb to bring down the bridge. Beat them all up and disarm the bomb.



Get to the Pressure Valves in the Chemical Factory

When you finish, an explosion rocks the nearby chemical factory. Rush over and enter the main doors. As you do, you see thugs breaking open acid tanks, and you hear a loudspeaker announcement: "A containment breach has been located." Beat up the thugs and move around the corner to the next hallway.



Adjust the Pressure Valves to Stop the Spill

Here Spidey finally meets the boss, Carlyle. The madman plans to ignite the chemicals and burn the island to a crisp. Nearby, a row of three release valves are near overload. Carlyle warns his men to keep Spider-Man away from the valves. As the cinematic ends, valves overload. This opens the valves and sprays chemicals outside.



Eliminate the thugs and go to one of the flashing valves. You can see the needle in the red zone on its gauge: *Overload!* At the top of the screen you can see all three valve gauges. Your goal is to get all three valves in the green zone.

At each valve, you increase or decrease pressure by turning the valve wheel (rotating the control stick as indicated onscreen). But note that when you adjust the pressure in one valve, the pressure in the other two valves moves the *opposite way*. Adjust the valves until all three are in the green.

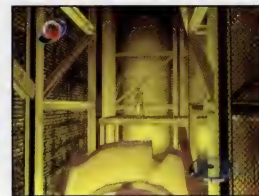
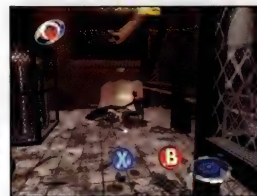


When you finish, Carlyle talks some more revenge smack and flies off. A door at the end of your corridor slides open to let a squad of thugs open fire with their blasters. Go make them pay for this impertinence and move into the next hall. This triggers a cutscene; an exploding tank tosses debris on top of one of Carlyle's goons and traps him.



Save the Thug?

You could just leave him, but you're Spider-Man! Lift the debris, but be ready when the ingrate turns on you despite your good deed. Then look up to see a catwalk above the tank that blew open. Stand on the grated box and carefully jump up to the catwalk; if you miss, you fall into the open tank and take damage. A Light Thug waits for you up there. Knock a blank stare into his face with your fist and move on down the catwalk.



Find the Tank Storage Room

Follow the catwalk and head upstairs onto a smoky walkway. Fight your way past the guard posted there and continue down the walkway and around the corner. Then hop down and head through the doorway with the spinning red light over it.



This triggers a cutscene in which Carlyle orders his men to "get that tank ready to go." His helicopter is ready to leave, and he wants his business done.

Continue down the hallway to the end, where the yellow-striped passage is blocked. But this triggers a cineractive sequence—a Heavy Thug sneaks in behind and fires a grenade. Hit the button displayed onscreen to let Spidey dodge the shot in spectacular Spidey fashion. The explosive zooms into the end of the wall and blasts an opening. *Thanks, man!*



Now beat him up, and the four lowly Bomber Thugs who come in with him. Once victory is yours, continue through the newly blown hole to trigger a brief cutscene in which Spider-Man slips under a closing security door into a storage room filled with huge chemical tanks.



Destroy the Chemical Tank!

Carlyle's men are trying to get a huge chemical tank ready to hitch to his helicopter. The tank hangs from a crane. Needless to say, if Carlyle carries it off, the city is in big trouble. Your job now is to destroy it.



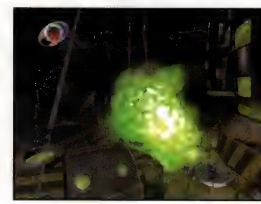
There are two ways to do this. The difficult, long way is to hammer on the tank with fists and feet while fighting off endless waves of Carlyle's thugs. It's possible, but barely. The easier way (and *much* more fun, in our opinion) is to turn right and climb stairs up onto the platform at the far end of the long, narrow room. There, stacked in the slots of a huge storage

rack, are dozens of chemical-filled tubes that can function as rockets.



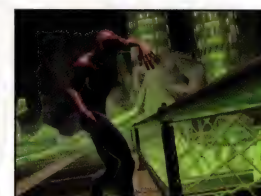
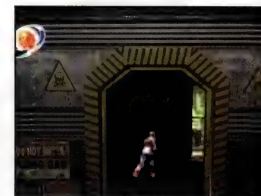
You have to fight thugs on the rocket platform, but only one or two at a time, rather than facing the wild melee down on the main floor under the chemical tank.

Approach the rack of tubes and move until the Fast Attack button icon appears onscreen, then hit that controller button to fire a tube-rocket. Use the left control stick to steer the rocket directly into the chemical tank hanging from the crane. Five good hits blows the tank to smithereens...whatever those are. Fun!



Chase Carlyle

After the tank explodes, Carlyle comes onto a balcony to curse you and then rushes off. Head up the stairs and follow him. Climb the staircase all the way to the top and head through the passage leading outside. There you see Carlyle in his Chinook helicopter. He tosses down a going-away present and flies off. Get your fingers ready for some quick Test of Strength button pushing.



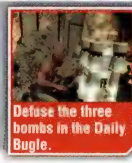
Hit the four buttons as Spidey tries to escape along the raised walkways, staying a step ahead of destruction. Once you successfully complete this escape, the mission ends.

PART 5: DEATH TO J. JONAH

Mission Enemies



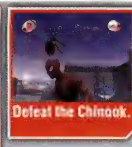
Action Checklist



Defuse the three bombs in the Daily Bugle.



Chase down Carlyle's Chinook helicopter and catch the falling Jameson.

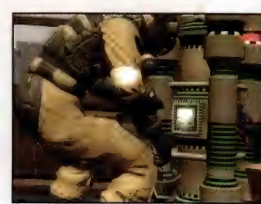


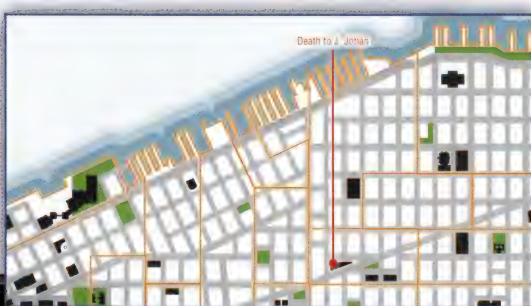
Defeat the Chinook.

Mission Overview

This Mad Bomber finale starts off with some insane bomb defusing, followed by some insane helicopter chasing, and concludes with an insane Chinook vs. Spider-Man fight. All in all, it's an insane mission. And of course we mean that in a good way.

The chapter opens with an all-out assault on the Daily Bugle's executive offices. Carlyle's Jetpack Thugs trash the place, terrorize the employees, plant three bombs, and haul off JJ to Carlyle's Chinook helicopter. Then Spider-Man arrives.





Defuse the Three Bombs

Spidey automatically goes to the first bomb. Here you must use all of the bomb-defusing skills you've perfected over the past four missions. These are tough puzzle layers, but nothing you haven't already seen. The challenge is intensified, however, by this: If you fail to disarm any of the three bombs, you have to start all over again at the first bomb—with all puzzle layers being reset randomly.



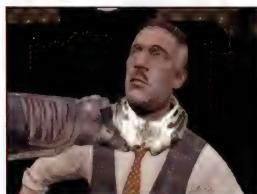
Be ready for the cineractive sequences after each successful bomb defusing. These aren't hard, but they're awfully cool-looking. And if you fail one of these sequences, you simply do it over. So enjoy.

After you defuse the third bomb, a long cinematic plays. Carlyle takes off in his Chinook with J. Jonah Jameson.



Chase the Chinook!

Start swinging after the helicopter. All you have to do in this first sequence is stay fairly close. Soon another cinematic triggers. The copter crew spots the pursuit, so Carlyle slaps an explosive collar on Jameson, and this thugs toss the editor out of the helicopter. JJ manages to hang onto the closing door for a moment, but it doesn't look good for the ol' fellow.

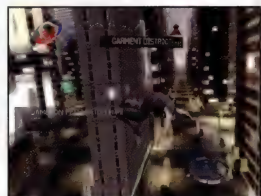
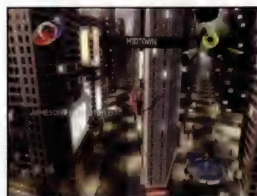


Find the "Death to J. Jonah" mission marker on the roof of the Daily Bugle, next to the rooftop door.



Save the Falling Jameson!

Keep swinging after the Chinook—don't get up too high. Watch for the onscreen message: "Jameson fell! Catch him!" Find the falling yellow Chase meter highlighted in green: that's him! Your goal is to swing right through that meter, plucking Jameson out of the air as he falls. It's tough timing, but you can do it. If you miss, you simply start over from the moment right before JJ falls.



Stay on the Chinook's tail after you finally catch Jameson, avoiding the sporadic spray of gunfire. After a few more blocks you get another cinematic. Spider-Man sets Jameson down on a rooftop as the Chinook looms up behind them. The editor runs to safety and Spidey turns to face Carlyle's hovering menace.

Defeat the Chinook

The helicopter opens fire on Spider-Man. The attacks come in three phases. First, the Chinook launches a set of Homing Rockets at Spidey, one at a time. Second, it fires a swarm of Flak Hover Mines that hover overhead a few seconds then explode. Third, the copter zooms around and unleashes bursts of heavy machinegun fire.



Spidey can't shoot a web or get up close to the helicopter, so you must do all your "fighting" from the roof. All you can do is take cover from the mine swarms and machinegun fire. But when a Homing Rocket is launched, you get onscreen instructions that tell you what to do.

Wait until the rocket gets close and then hold down your Spider-Reflexes button to slow things down. Now watch carefully. The moment the Web button icon appears onscreen, punch that button on your controller.



Don't miss those health power-ups on the rooftop. You'll probably need them!

If you time it right, Spider-Man not only dodges the rocket but also zaps it with web and slings it back around at the Chinook. Since it's a Homing Rocket, the projectile homes in on the helicopter and explodes. The Chinook goes down after four direct rocket hits.



When the helicopter finally drops, watch the mission ending cinematic. Will we see more of this Mad Bomber someday?

Lizard Missions

The story begins in the laboratory of Dr. Curt Connors, a longtime friend and ally of Peter Parker, who once worked for Connors as a teaching assistant at Empire State University. Years ago, Dr. Connors lost an arm, and he has long been obsessed with the biological secret of limb regeneration in reptiles.

These missions cover Dr. Connors' original testing of an experimental serum taken from reptilian DNA, and the terrible aftermath of that experiment gone awry.

PART 1: IN SEARCH OF THE LIZARDS

Mission Enemies

Apocalypse Light Soldier



Action Checklist



Take the photo tutorial.



Go to Gramercy Park and find a lizard to photograph.



Track another Lizard's footprint trail.

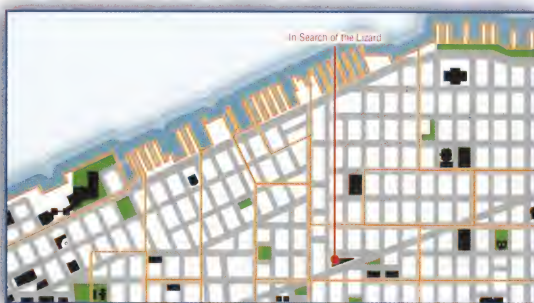


Take a photo of a Lizard eating hot dogs.



Return to the Daily Bugle with the photos.

Find this mission marker on the roof of the Daily Bugle.



Mission Overview

The story opens with Dr. Connors injecting himself with the serum and suffering an adverse reaction. Then the scene shifts to Peter Parker's arrival at the Daily Bugle. Jameson wants photos of these giant lizards reportedly running amok in Gramercy Park. Hey, Parker's just the man for the job.



Take the Photo Mission Tutorial



The narrator walks you through the steps of taking photos in the game. First, follow the yellow marker to the hot dog cart on the corner. Then press your Photography button to bring up the photo interface and center the reticule on the hot dog cart. Press the "Take Picture" button indicated onscreen.

Snap a Photo of Larry the Lizard

A quick cinematic zooms across the street to show you Larry the Lizard hawking his cell phones in the square. Spidey thinks all the "lizard" fuss is over Larry. Follow the yellow marker across the street and snap a good picture of Larry. Then follow the new yellow marker back to the roof of the Daily Bugle and go through the roof door. As you might expect, Jameson isn't pleased with your results. Peter decides to start looking in Gramercy Park.



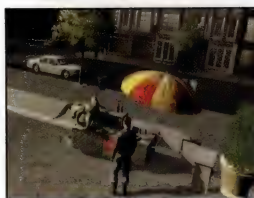
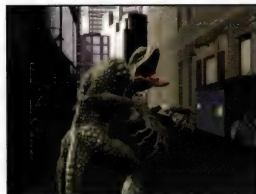
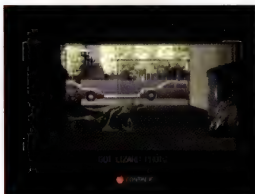
Look for Lizards in Gramercy Park

Web-swing after the yellow marker to Gramercy Park. Soon after you arrive, a short cinematic shows a panicked citizen running and shouting about "the end of the world." Follow the yellow marker to where he stands by the hot dog stand and listen to his report of a green monster.



Follow the yellow marker again until Spidey notes that his Spider Sense is tingling. Activate Spider Sense and look around to spot the red glow of something moving in an alley just up the street. Hop over the alley fence and stop. A Lizard is moving back and forth between Dumpsters just down the alley.

If you get too close, the creature will run away. So stay where you are, activate your camera view, press the Zoom button for a closer look at the Lizard, and snap a good shot. Yep...that's a *big* lizard. When you get the photo, the Lizard reacts and runs away.



The trail leads you down sidewalks and across streets, with occasional large smears mixed in with the prints. Eventually you reach a park where you trigger a cinematic—a Lizard feasts on the wieners in a hot dog stand. The game directs you to snap a photo of this odd phenomenon before the creature runs away.

You can't get too close or you'll spook the Lizard. So set up for your shot on this side of the fountain in the park center. If you move past the fountain, the Lizard splits. Zoom in for a nice close-up and snap the picture.

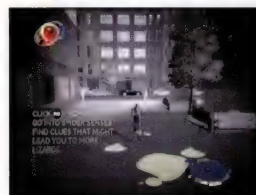


Track the Lizards

Follow the yellow marker to the Midtown area, where you trigger a short cutscene of Apocalypse punks running through a pedestrian mall. The leader says, "It got away. I think I hurt it a little though." First, go KO the punks, for the sake of the neighborhood.



Spider-Man then decides to "track down whatever those thugs were attacking." Follow the next yellow marker, then activate your Spider Sense again and start following the glowing footprints and other smears on the ground.



The suspiciously lizard-like prints go off in different directions. Follow the one that crosses the street veering to the right then goes up the wall of the building. Wall-crawl along the footprint trail as it continues around the edge of the building then curves back down to the street.



Return the Photos to the Daily Bugle

Follow the yellow marker back to the roof of the Daily Bugle. The pictures are a big hit. Even the boss is pleased!



PART 2: CONNORS THE LIZARD

Mission Enemies

Light Lizard



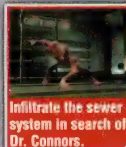
Heavy Lizard



Connors the Lizard



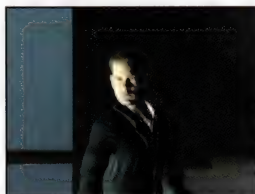
Action Checklist



Mission Overview

Peter enters the offices of Dr. Connors at the university to find the place trashed and a *really* big lizard in a lab coat skulking around the back room. The beast hisses, "Stay back, Peter!" and then bursts out of the office. Looks like Dr. Connors's experiment had some unpleasant side effects.

Peter decides to catch up with his mentor and find out what's going on.



Enter the Sewer System

Run straight ahead to the bent grate on the ground and press the buttons displayed to lift it aside and drop into the sewer system. After Spidey lands, a foursome of Lizards bursts from some kind of large egg pouch on the sewer floor. Yikes!

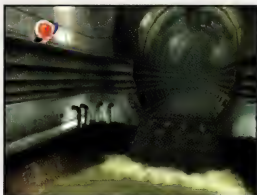
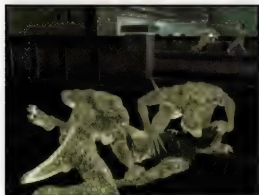


Defeat these beasts and jump down the hole that descends to the lower level. When you land, you hear terrible screaming; a man through the barred door gets dragged off by a Lizard. Go through the next open doorway, following signs that point this way to the Gatehouse and Hydraulic Room.



Gatehouse: Move Deeper into the Sewers

Move down the corridor to trigger a cutscene. You see two Lizards feasting on the green blood of a fallen Lizard. Beyond them another Lizard menaces a frightened man. Rush forward and KO the Lizards. Then swing forward over the small waterfall and down the big sewer tunnel.



Cinematic: Swing Down the Tunnel

This triggers a cool cineractive Test of Agility as Spidey swings down the tunnel. Hit the buttons displayed onscreen and watch as Spider-Man performs some pretty spectacular maneuvers.



Hydraulic Room: Get Past the Lizard Egg Sac

After the sequence, walk forward into the Hydraulic Room to trigger another short cinematic. Lizards swarm over the huge cavern. When they pull down a bank of lights into the water, a powerful current of electricity surges through the flowing sewer stream. Watch carefully: note how the electrical surge zaps all of the Lizards in the water. *Ouch!*



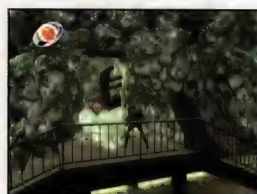
Find the mission marker tucked in this alley in Morningside Heights.

Okay, electrified water hurts. But the pain it causes also hurts the huge glowing blob of stuff that blocks the far exit. That's a cocoon, and you need to tear a passage through it before you can keep moving down the sewer in search of Connors the Lizard. Attacks have no effect on it, so you must try another approach.



Be sure you leap out of the water immediately after punching the lighting stands so Spider-Man doesn't take damage too.

The secret: knock the other two lighting stands into the water. Each time you do, the electrical surge zaps not only the Lizards in the water but the big cocoon as well. After you knock down the second lighting stand, you see a short cutscene of juice surging through the cocoon. This clears open a passageway at its base. Go on through to exit the Hydraulic Room, nabbing the health power-up on the way.



Boiler Room: Get Past the Lizard Swarm

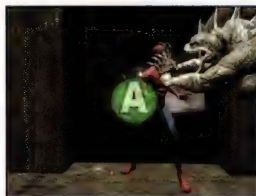
Turn left and start web-swinging down the long sewer tunnel. You end up at a concrete wall where a new enemy, a Heavy Lizard, suddenly smashes through the concrete blocks. Heavy Lizards are tough foes; they can parry off your web shots and hit hard. Keep hopping and moving. A horde of regular Lizards wait for you down below in the next room, too. This is the Boiler Room.



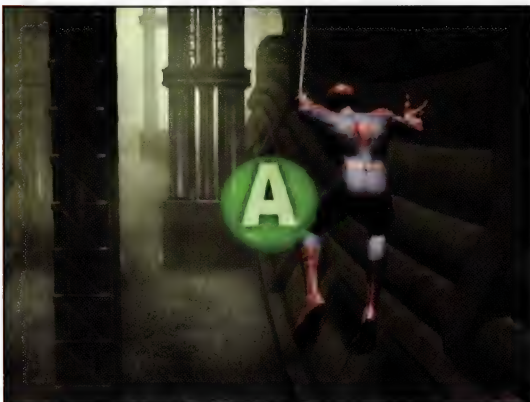
See the glowing cocoon-like things hanging from the Gatehouse ceiling? Those are cocoons. You can jump up and punch them.



Dispose of the all lizards and exit via the platform on the far side of the room, heading down the short corridor toward the Pumping Station. Get ready for a quick Test of Agility as you emerge from the corridor. Quickly punch the single button displayed in order to duck the Heavy Lizard's ambush and kick him into the wall as you step through the doorway. (If you miss the button press, the lizard hammers you good.)



Now swing down the long tunnel to the next room, triggering a longer Test of Agility. Hit buttons to complete the awesome journey. Before you step through the next passage, be prepared to punch a button to stave off another Heavy Lizard ambush.



As you move down the passage, a quick cinematic shows civilians being savagely attacked by a Heavy Lizard. Continue into the stairwell and climb to the Pumping Station. As you enter, get ready for another cineractive ambush; press the onscreen button to fend off yet another Heavy Lizard.

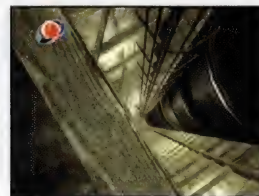


Pumping Station: Blast Open another Cocoon



As you move into the room you get a quick movie showing you what to do here: swing flaming barrels and fling them into another giant cocoon. Unfortunately, numerous lizard types are here to make that task difficult. Beat up a few, then approach a flaming barrel (not too close though) and hold down your Web button to snag and twirl it, using your Web Rodeo move. Time your release so the barrel flies into the cocoon. Do this twice to open a passage through the sac, and then go through the opening.

Proceed into a room with a big pipe running down a vertical shaft. Hop down the shaft, breaking your fall by hitting the Swing button on the way down a few times. Don't miss the health power-up at the bottom of the shaft!



Flushing Room: Open the Gates

Proceed into the canal area where two Heavy Lizards await. Knock them cold and find the lever on the right side of the gate. Pull it to open the gate and continue down the canal to the next gate. Open it with the nearby lever and go through, nabbing the health power-up as you do.



Continue into the big room. More Lizards and cocoons hang out in here. Open the exit door with a Test of Strength and step through to catch a glimpse of Connors the Lizard. It leads to a long corridor lined with steam pipes with fissures spewing hot steam into the hall. Hop over the steam vents, bopping Lizards as you go. When you reach the room at the end, hop up onto the balcony where you find a boarded-up doorway.



Escape the Killer Drill!



Start swinging away from the camera. (The drill is now behind the camera so you can't see it.) As you move down the tunnel, explosives blow holes in rock walls as you approach—six walls in all. The holes are in different places at each wall. In order: high, low, right, left. The fifth wall has small holes high and low—each is a tight squeeze, so

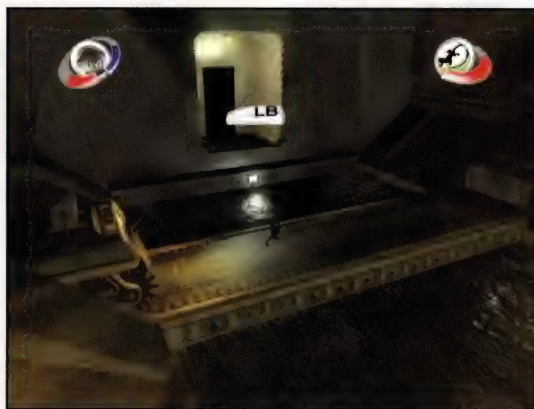
swing carefully. The final wall's hole is right in the center.



You end up in another large cavern. Follow it to the door on the balcony at the end and go through into the Water Purification Room where the Lizard is waiting.

Water Purification Room: Grind the Lizard!

This isn't a classic boss battle—not yet. Instead, you fight the Lizard here via cineractive button pushing. The onscreen button indicators show you what to do. Hop up onto any one of the moving conveyor belts and hold down the Spider-Reflexes button to lure the Lizard into attacking you.



Hot steam hurts! Hop over the venting steam in the pipe-lined hallway just past the Flushing Room.



Punch through the boards and enter the room. This triggers a cutscene. Guess who's waiting in there? The Lizard, that's who. But then he rushes off, and when Spidey follows, he lands in a tunnel where a massive, rock-chewing industrial drill is bearing down on him!

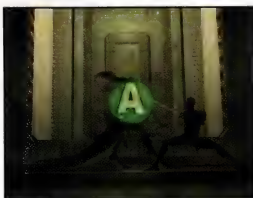


Hold the Spider-Reflexes button down the entire time you're waiting for the Lizard attack. If you don't, the beast lunges and pins Spider-Man to the conveyor belt instead of vice-versa. You can tap the button shown to escape, though.

Eventually the big lizard leaps out, triggering a slow-motion cinematic where Spidey ducks, hits the Lizard with web, and spins him down onto the belt. Now start hammering the button shown onscreen. If you hit it right, Spider-Man forces the Lizard's head into the grinders, damaging him. But if not, the Lizard pulls a quick reversal at the last moment and Spidey takes the damage.



When the Lizard hits a grinder, it shatters and the conveyor comes to a halt. Now you move to the next conveyor belt. Repeat the process described above until you've ground the Lizard three times, halting all three belts. The creature is stunned. Quickly punch the button shown onscreen to apply the finisher. This triggers a cineractive fight sequence. Hit the buttons shown to zap the Lizard with web and fling him into the next chamber.

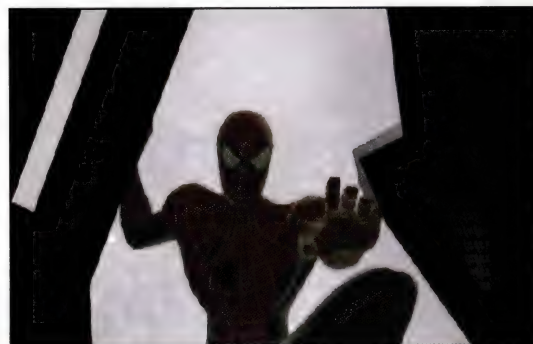


Now watch the cutscene where Spider-Man follows his foe into the final chamber. The Lizard revives...and its time for a more straightforward fight.

Escape the Chamber

When Spider-Man finally wins, the stunned Lizard boss crawls up the wall and opens a ceiling hatch to let his minions escape the sewer. This triggers a cineractive sequence: hit the buttons shown in quick succession so Spidey can hop up the platforms and then web-yank the hatch, causing the Lizard to slip and fall. He crashes through the floor below into a water-filled chamber.

Spider-Man hops down after him, calling for Dr. Connors to wait. But the Lizard has disappeared into the dark water, and the mission is over.



THE LIZARD!

The Lizard is tough, but your dodge and counterattack maneuver is tremendously effective against him. Whenever that yellow attack indicator appears over the Lizard's head, hold in the Spider-Reflexes button to slow the action and evade, then follow up with fast attacks. Occasionally, the Lizard seizes you and a cineractive exchange is triggered as he pins you to the floor. Repeatedly tap the button shown so Spider-Man has the strength to escape.



At first, the Lizard's claws and eyes glow intermittently with rage, giving him added lethal attack power. When you see the glowing hands, you know he's about to make a deadly lunge. Hop straight up to evade. Watch out for his wicked tail whip too!

When his health meter drops below the halfway mark, his rage grows such that his hands glow all the



Mission Enemies

Action Checklist

Light Lizard



Escape the acid bath.



Escape the abandoned subway station.



Get past the gates in the electrified waterway.



Defeat Kraven.



Defeat the Ultra Lizard.

Heavy Lizards



Kraven

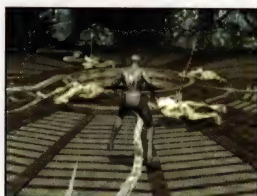


Ultra Lizard

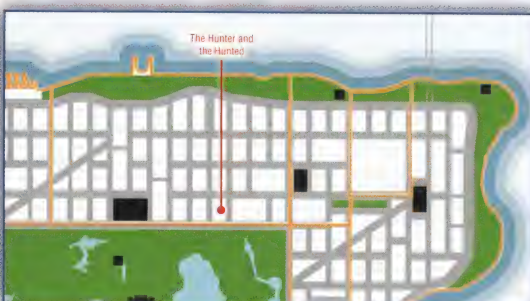


Mission Overview

Peter Parker is the Black-Suited Spider-Man in this final Lizard mission. As it opens, Spidey drops from the street into the chamber where he fought the Lizard in the previous Lizard mission. But he finds a gruesome sight—dead, skewered Lizards everywhere. Somebody has been slaughtering the creatures.



But the water-filled chamber where Dr. Connors disappeared is now dry, so Spider-Man can drop in and start looking for the poor scientist-turned-reptile.



Look for Dr. Connors

Drop down the deep cistern and follow the curving corridor at the bottom. It exits into another huge sewer tunnel. Swing down the long passage until you reach a platform at the end where more find more Lizard carcasses. As you climb the stairs, somebody violently flings down yet another dead Lizard.



Continue up the stairs. More deceased Lizards come flying at you as you climb. Wow! When you reach the top, a living Lizard howls at you and attacks. Knock him out and step through the doorway to see a cutscene.



Escape the Acid Bath

The metal door slams shut and locked behind you. A tall vertical shaft rises above you; at the top, a deadly hunter named Kraven slashes the throat of another Lizard! Then he throws a switch, and green acid begins to fill the shaft. Not good.



Find the mission marker in this parking lot on the Upper West Side.

As you probably guessed, it's time for another amazing cineractive sequence. Hit the buttons shown to hop up the shaft platforms to the top. When Spider-Man reaches the top and steps forward, another metal door slams shut behind him.



Block the Lizard Hole

You emerge into an abandoned subway station. A squad of angry Lizards attacks. You can knock them out, but here's the rub—every time you KO one reptile, another one hops out of the lizard hole in the ground under the far subway track. Let's block it, shall we?



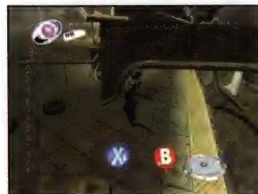
Swing over the lizards across the station to the lower end of the old subway car sitting on the buckled track. The idea is to push the car over the hump in the tracks to block the lizard hole. A button icon and charge-up gauge appears. To push the subway car, hold down that button on your controller to charge up your push, then release to push.



Here's the trick: if you charge your push too low, the car won't clear the first hump. Hold the charge button until the charge gauge rises just past the yellow into the red range, then release. The train car should clear the hump and settle nicely over the lizard hole.

Smash Out of the Station

Now clean up any remaining Lizards and head to the other subway car, back across where you entered the station. If you activate your Spider Sense you see that the large steel beam blocking the other car's path is glowing. Go to the beam and tap the buttons shown to lift it out of the way. Then go behind the subway car and give it a hard push (charging the gauge into the red zone) to shove it over the hump and through the far wall.



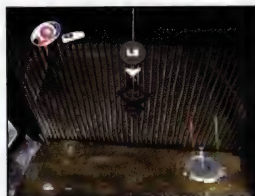
Exit via the new hole. A nice, well-deserved health power-up spins in the next doorway. Proceed into the next room.

Yo-Yo Down the Electrified Water Tunnel

A water-filled canal crackles with a powerful electric charge. Don't try web-swinging, it's too risky. If you fall, you suffer terrible damage. Instead, wall-crawl down the tunnel to the gate. Activate your Spider Sense to spot the yellow bulls-eye on the ceiling.



Crawl into the bulls-eye; your Web Yo-Yo control appears onscreen. Press that control to make a yo-yo. Spidey hangs upside down now. Use the control stick indicated to lower Spider-Man to the control box jutting from the water directly below. Press the indicated button to open the gate.



Yo-yo back up to the ceiling, crawl down to the next two gates, and repeat the procedure at each one. Then crawl to the end of the electrified tunnel and exit via the corridor there.

Swing up the Shaft

When you reach the corridor's end, you trigger another cineractive sequence. Hit the four-button sequence to swing up the elevator shaft, fighting off Lizards on the way up. At the top, follow the hall to the next room to trigger a cinematic.



Look for another health power-up near the top of the elevator shaft.

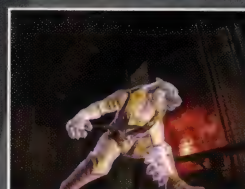
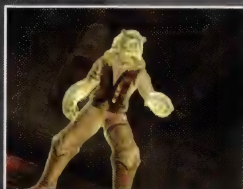
Kraven the Hunter has the Lizard pinned and is about to slit his throat. His sidekick Calypso helps him subdue the reptile. But Spider-Man intervenes, and the Lizard escapes. Calypso gives chase, but casts a magical barrier sealing the room as she leaves.





Kraven is a lethal hunter with special powers. He slices through any web attack with his razor-sharp hunting machete. Beware his deadly pile-driver slam if he grabs you. After you nail Kraven with a few good combos and lower his health a bit, he spawns several clones to sow confusion and get in extra hits on Spidey. The clones are easy to KO, but they distract you from the boss. He'll spawn these several times during the fight.

Kraven's best trick is to shatter bottles containing potions that gives him the essence of wild creatures. The first is a bear-like beast. In this form, Kraven moves somewhat slowly but his big flailing claws are quite powerful. If he manages to grab you, his slam-and-throw attack inflicts tremendous damage. Later, he transforms into a remarkably swift hawk-like creature. In this form he's hard to hit and frequently rises into the air, tossing down explosive "feather dart" projectiles at Spidey. Finally, he assumes the form of a panther-like cat.



Remember to use your Black-Suited rage mode whenever it is available. Although Kraven is very powerful and durable, you can land more blows against him than some other foes and can fill your Combo Meter fairly quickly between rage mode episodes.

When you knock his health down near zero, Kraven pulls a lever that unleashes some flying mechanical devices at Spider-Man. Hit the button displayed to punch the first one, then hit another to avoid getting crushed between two huge metal tanks. Then hit a third button to punch out one more flying device.



When the fight is finished, watch the cinematic as Spider-Man lifts up a heavy floor plate and drops into a slimy pit full of Lizards. Note the health power-up floating nearby. You can't grab it, but you'll acquire it in a few seconds.



Survive the Lizard Pit

This is just a hellacious melee. If you have rage mode available, here's the perfect place to use it. After you thin out the pack a bit, the health power-up drops on you, thank goodness. Push the lever on the floor to open the gate, then exit and crawl up the wall to the next passage. This leads you right back to Kraven!



KRAVEN (SECOND MEETING)

Kraven fights the same (minus the clones), but this time he pops in and out of visibility, making him hard to track and hit. But if you activate your Spider Sense, you can find him. He also has Lizard minions fighting with him—strange, considering he's been slaughtering them mercilessly. Keep using rage mode! Be ready for cineractive button-pressing challenges, too.

When you finally knock Kraven's health meter down to zero again, a cutscene begins. As Spider-Man and Kraven are locked in a battle of strength, Dr. Connors the Lizard retreats down subway tunnels, pursued relentlessly by Kraven's partner Calypso. She finally corners Connors.



When control returns to you, follow the yellow marker through the pair of red glowing doorways. When you reach the end of the passage, leap up to the next level. Do the same here, then proceed until you trigger another cutscene.



Spider-Man rushes forward into a subway power station. Uh oh, looks like Calypso has turned Dr. Connors into an Ultra Lizard!

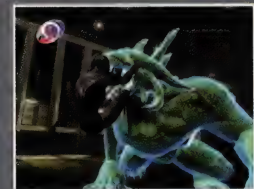
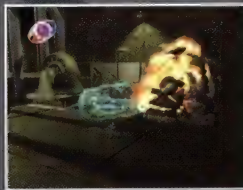
ULTRA LIZARD



This boss seems almost impossible to beat...and in fact he is unless you know the secret to neutralizing his blue glowing shield. Your overall objective is to fling Ultra Lizard into the four massive generators in this room. The power surge of those collisions will counteract the shield Calypso created for the monster.

Here's how it works: First, shoot webbing at the beast to bind his hands briefly. Then wait for the appearance of a button icon onscreen and hit it immediately on your controller.

This triggers a sequence in which the monster seizes Spidey in his jaws and tosses him upward. But then Spidey zaps the creature's eyes with webbing, blinding him for a few seconds. When Spider-Man drops to the ground, rush to Ultra Lizard's tail and press the Grab button (the button displayed) to grab the tail.



Rotate the left control stick to twirl Ultra Lizard around. The faster you rotate the stick, the faster he twirls. When you've got him going fast you can click and hold down the left stick to lock the lizard into that rotation speed. Then turn to face one of the generators and hit the button indicated onscreen to fling Ultra Lizard, timing the release so that he smashes into one of the generators. (With good aim you can even hit two generators in one throw.)

Repeat this process until you smash all four generators. Ultra Lizard then loses the blue energy shield and you can finally land blows against him.

At that point the creature starts bouncing from wall to wall in the room, so he's tougher to hit than before. Be patient! He jumps onto several walls, then hurls himself at you. (The number of walls between which he jumps back and forth before he hurls himself at you is random, but usually less than five.) If you dodge just as he launches himself at you off the last wall, the Lizard smashes himself into the floor. If he hits a soft part of the floor, he gets stuck for a few seconds allowing you to get in some free hits.

Once you finally knock his health meter down to zero, you trigger a final cineractive sequence. If you hit the buttons right, Spidey breaks the monster's jaw, then slingshots himself like a rocket into the beast, finishing him off and transforming him back into Dr. Connors. This ends the mission.



Scorpion Missions

This three-mission sequence explores the fate of Mac Gargan, a subject of cruel cybernetic experimentation that turned him into a fearsome human weapon. Like other Spider-Man "enemies," Gargan is not exactly an opponent by choice. The Scorpion storyline sets Spidey to the task of rehabilitating Scorpion and uncovering the monsters behind the monster. It also introduces one of Spider-Man's oldest and most powerful foes...

WALKTHROUGH
XBOX/PS3

57

SCORPION MISSIONS

03

PART 1: SCORPION UNLEASHED

Mission Enemies

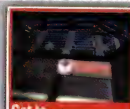
MBC Light Security



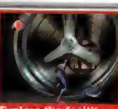
MBC Heavy Security



Action Checklist



Get to MechaBioCon on Governor's Island.



Explore the facility to find out what's up.



Neutralize the power core to access the air duct to Dr. Andrews' office.



Find the robot assembly room and disable the crane arms, then escape via a release vent.



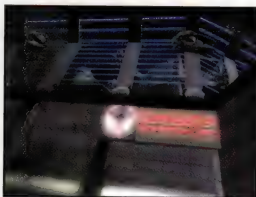
Escape the facility.

MBC Light Mech



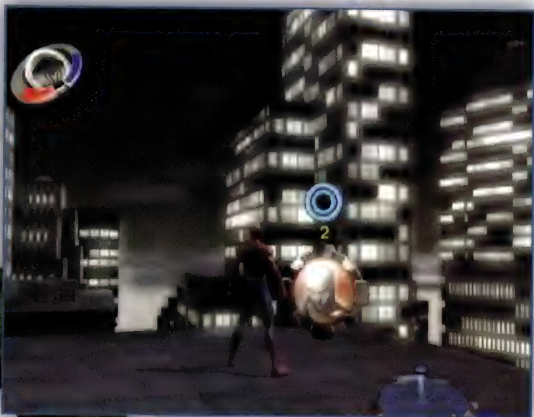
Mission Overview

Word is that something odd is going on at MechaBioCon (MBC) out on Governor's Island. That's a long swim—but Spider-Man has other ways to get there fast.



Get to Governor's Island

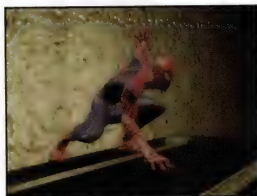
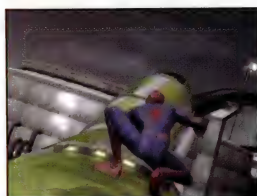
This one's easy and fun. Follow the yellow marker to the roof of a building overlooking the water in Battery Park. Find the pair of rooftop pipes. See how perfectly they frame Governor's Island out there?



Find the "Scorpion Unleashed" mission marker on this rooftop in the Financial District.

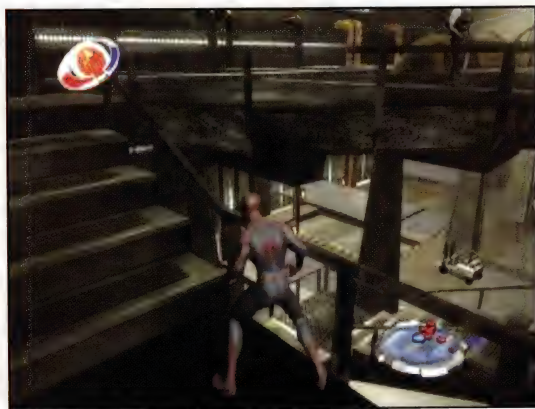


Approach the pipes and press the button displayed onscreen; Spidey attaches two webs to the pipes for a slingshot. Then use the controls displayed onscreen to pull back and fire Spider-Man out to Governor's Island. When you arrive, watch the extended cutscene. MechaBioCon is a busy place, isn't it? Spidey remembers that the company builds military cybernetics, and figures Scorpion is a new weapon. Then he sees Dr. Andrews board a monorail train, so he hitches a ride. He ends up at the monorail bay inside the complex.



Avoid Guards if Possible

Your next destination is the lower level of this bay, accessible via a stairwell below you. You can fight your way down, but you can also stick to the shadows, as Spidey suggests, and avoid tangling with the first set of MBC guards. Use your Spider Sense to locate the potential foes. From where you start, turn to face the wall behind you and wall-crawl to the left and angle down to the stairwell.



Keep an eye out for guards; one patrols the stairwell. Watch for the round icon over any nearby guard. If it starts flashing red, he's on the verge of spotting you! Continue down the wall near the stairs to the corridor's opening below. When the coast is clear, drop down and run into the corridor, hustling out of sight around the first bend.



If you get spotted by the guards, the subsequent fight isn't that tough, but chances are you'll take *some* damage. So it's better to avoid engaging the first guards if you can. You can also lose any pursuing guards if you sprint down the corridor

Find Dr. Andrews

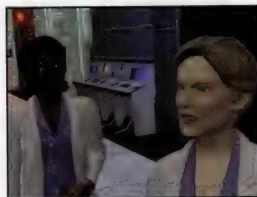
Activate your Spider Sense as you move along the winding corridor to spot more guards up ahead. You have to fight these ones. One of them has a riot shield and blocks your frontal attacks. Simply hop over him and quickly spin to hit him in the back.



Continue down the corridor to the white area at the end. This is a Cleaning Room. Use the control there to activate the sterilizing process. It closes the door behind you, but that's okay—you don't want to go back there anyway. After the sterilization, move forward into the next room.



This triggers a cinematic. Spider-Man eavesdrops on a conversation between Dr. Andrews and Dr. Stillwell, the owner of MechaBioCon. They discuss Mac Gargan, aka the Scorpion. Andrews is clearly concerned about Mac, but Stillwell coldly pulls her off the Scorpion Project. Then Dr. Andrews exits via the nearby elevator. Time to talk to her.



Find the Power Core

Hop down and eliminate the guards shooting at you. Then approach the elevator and pull apart the doors using the button combo displayed onscreen. Hop down to the bottom of the elevator shaft, then follow the corridor out into the power core.



A quick flythrough cinematic reveals your route up to a ventilation duct with fans. Spider-Man notes the electricity arcs sparking off the core, blocking the way up.

Reduce Power to the Core

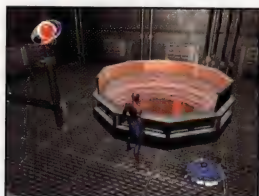
If you activate your Spider Sense, you see that the four large generators in the room are glowing yellow, as a sign of their significance. (You also see the spinning fans up above in the duct.) Smash all four generators to reduce the power flow to the core. The core still glows with power, but the dangerous sparking has stopped.



Watch out for guards roaming the Power Core Room!

Slow or Stop the Ventilation Fans

Climb up to the balcony and approach the first spinning fan in the ventilation duct. Here you can either use Spider-Reflexes to slow the blades down and then time your movement through them, or just gunk them up by shooting web at each successive fan when the Web button is displayed onscreen. Jump into the shaft in the next room.



This triggers a cutscene: Spidey drops in on Dr. Andrews and learns that the Scorpion Project has caused some kind of psychotic break in Mac Gargan, the test subject. It's ostensibly a military cybernetic enhancement project, but Andrews suspects Dr. Stillwell has other purposes in mind. Spider-Man agrees: "Like...springing Rhino from his tin can."



As the scene ends, Dr. Andrews gives you directions to Stillwell's office. They're easy enough to follow. Certain things might make the passage difficult, however.

Fight to the Robot Assembly Room

Hop over the console and step onto the big L-6 lift. Ride it up and get ready for combat. Guards and a new enemy, the MBCLight Mech, try to block your path on the raised walkway. Smash them all, jumping to smash the flyers into pathetic, twitching bits of techno-debris. Then drop down the steep slope into the next room.



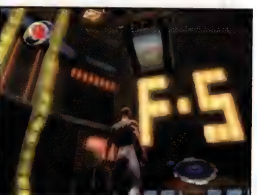
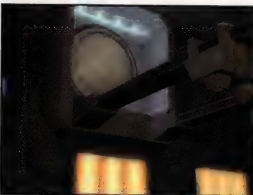
MBC Light Mechs are strong against Web attacks, so stick to your Fast and Strong attacks and combos.

Deactivate the Flyer Assembly Arms

Here, two sets of massive robotic arms assemble the Mech Flyers. The arms keep assembling flyers to harass you until you find the controls and deactivate them. Each pair of arms has its own control station. The two guarded stations, F-4 and F-5, are on opposite sides of the assembly platform. Fight your way into each station and use the computer just inside the door to turn off the corresponding set of robotic assembly arms.

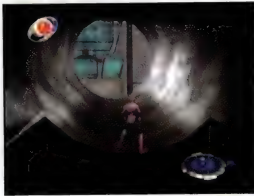
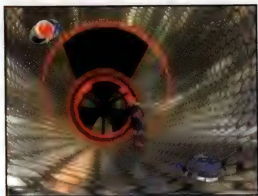


When you turn off the second set of arms, get ready—the assembly unit goes berserk. This triggers a cineractic sequence in which Spidey disables the arms if you hit the correct three-button sequence. This triggers a security lockdown. Watch the cinematic to see your exit—a big release vent up near the ceiling, above the huge "F-5" on the wall.



Escape the Complex

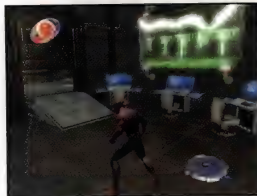
Swing or climb up to the vent and enter, then walk to its end. A big rectangular opening is above. Stand directly underneath it and make a charged-up leap into the vertical shaft; as you fly upward, push the movement stick forward and hit your Crawl button to stick to the shaft wall. Then climb all the way up the shaft until it curves horizontally and exits into the next area.



Here, a quick flythrough shows your next goal: the exit door across the room. Hurry, though. It's about to slide shut. The place is in emergency lockdown, remember.



When you get through the door, follow the winding corridor. Another flythrough shows another door sliding shut on the far side of an office. Sprint to beat the closing door. You end up in a big office filled with computer workstations.



Exit via the far doorway. This triggers the attack of several nasty Light Mechs that smash through a big lobby window in their haste to get Spider-Man. But the security doors are impenetrable, so that broken window ends up being your escape hatch. But hurry! Blast doors are sliding down over the windows.

When you make it through the window, watch the mission-ending cinematic as Spidey escapes the island in his usual spectacular fashion.



PART 2: MIND CONTROL

Mission Enemies

MBC Light Security



MBC Heavy Security



Scorpion



Action Checklist

Infiltrate the MBC facility and find Scorpion.

Defeat Scorpion.

Chase Scorpion to the mind-control generators on the Manhattan Bridge.

Fight Scorpion and use his tail to destroy the mind-control generators.

Mission Overview

Your overall goal is to rescue Scorpion from the evil clutches of MechaBioCon. But when you manage to do so, you may wish you hadn't. As the mission opens, Spidey spies Scorpion in the MBC facility, and prepares to infiltrate the place. Your first task is to get past guards and laser tripwire alarms.



Mind Control



Get Past Guards and the First Set of Laser Tripwires

Follow the yellow marker by running along the rooftop over fences and air conditioning units until you turn a corner and find the entrance to the compound. An MBC guard paces—two more are just inside—and a single laser tripwire scans back and forth. Hop onto the platform from the back side, avoiding the wire, and KO the guards.

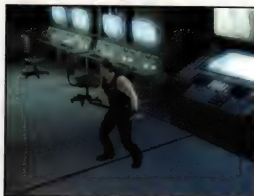


Find the mission marker on this distinctly narrow rooftop in the World Financial Center district.



If you trip a laser alarm, security barriers block the way, and a small swarm of guards rushes out to attack you. Defeat them and deactivate the lockdown system at the nearest console.

A guard spots you and hits the emergency button on his nearby console. This activates red lasers that trap you in the room.



Turn left just inside the doorway and approach the computer console under the nearest pair of monitors. Use it to open a security door just around the next corner.

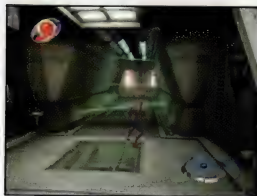


Play the Scorpion Mini-Game



Knock out the guard and use his console to activate the Scorpion mind-control program. It appears as an old-fashioned arcade game called "Scorpion Attack! Magnum Edition." You control Scorpion as he battles five waves of guards and picks up power-ups. Win or lose, you deactivate the red laser barriers.

Go around the corner to find four moving laser tripwires stretched across the hallway. Crawl up either side wall, then continue down the hall through the lasers. When you move through the now-opened security doorway, you trigger a quick cutscene.



Test of Agility: Get Past the Second Set of Laser Tripwires

Proceed to the crazy web of green laser tripwires. This triggers a Test of Agility. Hit the correct buttons to guide Spider-Man through the lasers. If you miss a button, alarms sound and the impassable red laser barriers seal off exits (but no guards arrive); just go back to the mind-control console, deactivate the alarm, and then return to give the Test of Agility another try.



When you finally win the test, a cutscene plays showing Scorpion strapped in a chair, calling for help. He speaks of "mind control beams" coming from antennae on a nearby bridge tower. Spider-Man frees Scorpion, but an MBC technician sends him a mind-control command to kill Spidey! And Scorpion is powerless to resist.



Defeat Scorpion!

This fight is tough but not boss-tough yet. Just be sure to hit your Spider-Reflexes button to dodge Scorpion's heinous tail-swipes when you see the yellow attack icon appear above his head. When Scorpion's health meter finally hits zero, he rams Spider-Man through a window, triggering a Test of Agility. Hit the correct three-button sequence to survive Scorpion's desperate assault.



Chase Scorpion!

After the test, you both end up on the sidewalk below the building, and Scorpion rushes off. Start swinging after him down the streets. This web-swinging is slightly different than normal. The controls are the same, but every time you approach a corner where Scorpion has turned, the camera swings out to give you a side view of Spidey—that is, from the side *opposite* the way Scorpion just turned.



So whenever this happens, turn *away* from the camera when you reach the next corner. Once you get used to it, you'll realize the game is making it much easier to stay on Scorpion's tail.

Twice during the chase, Scorpion turns and slams a line of cars at Spider-Man. This triggers yet another Test of Agility. Hit the buttons shown onscreen to get through the flying vehicles.



Eventually you reach the Manhattan Bridge and a quick cutscene zooms in on the generators that power the mind-control antenna atop the bridge's vertical tower. Spider-Man sees that his bare hands won't do the trick here. He needs a "tool."





This epic battle proceeds in several phases on a bridge platform just beneath the vertical tower. Overall, your goal is to destroy the six generators, three on each side of the bridge tower. But you must use Scorpion's tail laser to do the trick. Unfortunately, the mind control is so strong now that Scorpion can't help you. You must *forcibly* use his tail...which means



you have to beat him into submission first, not an easy task.

Scorpion has two combat styles. He starts off on the ground, swatting at you with his basic melee attacks, slashing and stabbing at Spidey with his claws and tail. He also has a ranged attack, blasting you with his tail laser. In this phase, as in the previous fight, it is important to use your dodge move when the yellow danger icon appears above Scorpion's head.

(Note: If you get knocked off the platform, it's easy to just leap back up onto it.)



But Scorpion also likes to climb up the poles on the bridge platform and shoot down at you. He leaps back and forth between the poles, rarely staying in one place long. You must keep swinging the camera view upward to spot Scorpion, then make charged leaps toward him to unleash your air attacks and drive him back to the ground.

A button icon flashes onscreen once you finally batter Scorpion's health down under the 10% mark. Hit that first button to initiate a short Test of Strength. Now Spider-Man and Scorpion struggle for control while you rapidly tap a second button displayed. Eventually, Spidey wrestles Scorpion into a hold where you can use Scorpion's tail to shoot at the generators on the bridge tower.

In this "gun mode," you switch to a first-person view. Use the left stick to move the red targeting reticule over the generators and then fire with the right trigger. You can fire single shots or hold down the trigger a few seconds and release a big charged blast. Unfortunately, Scorpion is struggling to get free the whole time, which makes your aim

a little shaky, and gives you an added challenge. You stay in this "gun mode" for about ten seconds before Scorpion breaks free and you have to fight to subdue him again.

When you finally destroy the last of the six generators, Scorpion has a wild reaction that triggers a final Test of Agility. Hit the buttons as they appear onscreen to wrap up the Scorpion action once and for all. (Don't forget you can hold down your Spider-Reflexes button to slow down the button sequence.) During the sequence, Scorpion hauls down the mind-control antenna.



Scorpion regains his senses, and swears vengeance against Dr. Stillwell. Spider-Man suggests that MBC forces will be lying in wait for him. Scorpion agrees, and says he has a hideout in an old bomb shelter downtown; he'll wait there for Spidey, and they'll work together according to a plan.



Mission Enemies

MBC Light Security



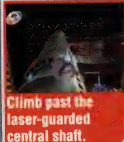
Rhino



Action Checklist



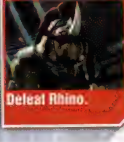
Follow Scorpion into the MBC facility.



Climb past the laser-guarded central shaft.



Climb through the laser maze in the airshaft.



Defeat Rhino.

Mission Overview

You start in Scorpion's hideout, an underground fallout shelter under the Financial District. Scorpion is livid about his freakish nature, and vows to kill Dr. Stillwell, but Spider-Man talks some sense into him. Scorpion takes off down the tunnel, heading for MechaBioCon's mainland facility in Manhattan.

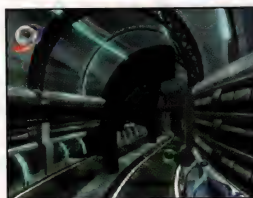


Follow Scorpion!

First, Scorpion leads you down a sewer tunnel to an opening into the MBC facility. In the next room, a huge square opening in the ceiling leads into a huge shaft for an industrial-sized lift. Climb or leap (it's a big jump) into the shaft and cling to one of the walls. Wall-crawl up its sides to the opening at the top.



You step into a monorail terminal. Follow Scorpion down the glassed-in monorail tube. Watch out for security lasers shooting at you near the end of the long tube.



If you get disoriented or lost, activate your Spider Sense and look for Scorpion's yellow glow, even through walls and around bends in the tunnels. He stops and waits for you if you fall behind.

Climb the Central Lift Shaft

Now a security system activates, filling the central lift shaft with a thick grid of moving laser beams. Activision QA stepped up and provided some killer strategy for this little puzzle. Yo-Yo on the MBC logo then pull yourself up the webline while using Spider-Reflexes to slow down the lasers.



When you reach the tube's end, a cutscene shows Rhino carrying Dr. Andrews onto a big industrial lift; then he rides it up a central shaft. Scorpion and Spider-Man are stopped by a glowing blue energy field...or so Spidey thinks. But for some reason, Scorpion is unaffected by the field, and steps right through.



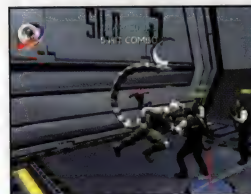
When you reach the ceiling, you'll find a very narrow space between the ceiling and the laser grid at the top of the shaft. *On the ceiling*, crawl to the shaft opening and slip under the lasers then around onto the platform.

When you finally stand up, go into the nearby alcove and ride the smaller lift up to the next level.



Follow Scorpion Again

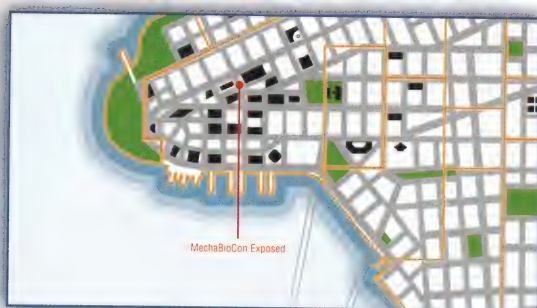
This part's easy. Scorpion waits for you behind another blue energy barrier. Step toward him off the lift and he runs off. Wait a few seconds until he turns off the field, then proceed into the next room, Silo 5, where a few foolish guards try to attack Scorpion. With your partner, wipe them out. Then follow Scorpion down a small passage and turn left to another energy field.



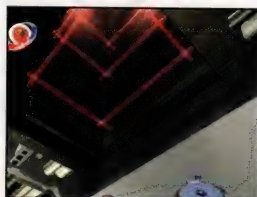
Don't follow him! Spider-Man doesn't share the same molecular immunity. Wait until Scorpion disables the field in just a few seconds. Then watch as Scorpion leaps from strut to strut as he climbs the central lift shaft that Rhino just rode up.



Find the mission marker over the sewer cover on the street in the Financial District.



Here you're actually stymied. When Scorpion deactivates this barrier for you, a blast door slams shut in front of him. Neither one of you can open it. But look up: a small vertical airshaft rises from a ceiling hole above you. This provides your route around the blast door.

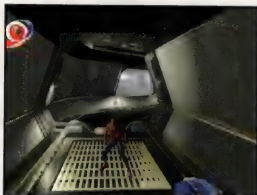


About halfway up the vertical airshaft, you trigger a cinematic. Stillwell holds Jessica Andrews hostage now, and Scorpion is stymied. Then Stillwell calls in her Thug of Thugs, Rhino, to smash Scorpion. When the cutscene ends, a Scorpion health meter appears at upper right.

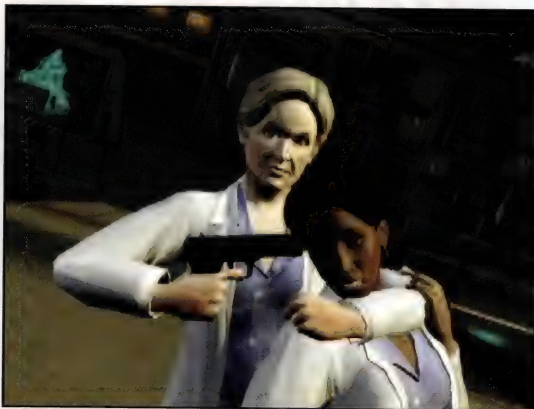
This gives you new urgency. Now you must negotiate the laser maze and get to the fight before Rhino knocks Scorpion's health down to zero.

Climb the Laser Airshaft

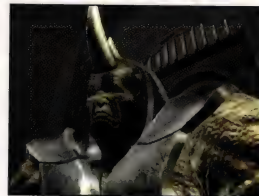
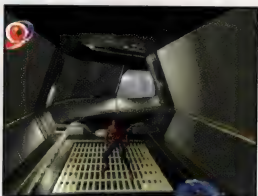
But it's a hair-raising route. You can't just hop up lightly and start climbing. Lasers line all four sides of the duct for the first twenty feet or so! After that, however, the airshaft is clear of lasers for a good distance. Stand in the center of the floor grate directly beneath the shaft's opening.



Hold down your Jump button to charge it up, then make a charged leap *straight up*, rising past the laser lining in the airshaft. At the zenith of your jump, push the control stick forward and punch the Crawl button to stick to the side of the shaft.



Whew! Now you can crawl upward. Soon you reach more lasers shooting across the airshaft. But if you move exceedingly carefully, you can crawl up through this maze of death. Remember, you can crawl on all four sides of the shaft, so look high and low for openings in each new layer of the laser grid. Trust us, there is a route that Spidey can follow all the way to the top.



Continue up the airshaft. Just tap the control stick a bit at a time, so Spidey doesn't make any rash moves; it's better to move slowly and avoid falls. When you get to the top, one more short cutscene plays. Guards below you report Scorpion heading to "E Block."

Smash through the vent cover. If Scorpion still has at least one-fourth of his health meter left, you can beat up the MBC guards, if you want. Or you can just hop past them and hustle down the corridors, if time is short. You see more foes at a left turn, but they ignore you as another MBC guard flies past them, tossed by something powerful.

Run past these last guards into the big MBC Control Center room and hop down to the main floor, where Scorpion and Rhino are locked in battle.

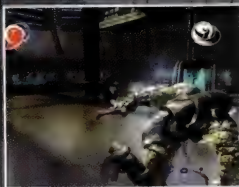
At one point during your crawl up the laser airshaft you reach two sets of lasers that flicker on and off. Here you must time your advance. Use the Speed Boost button as you crawl past the first set of flickering lasers, stop, then speed-crawl again (or even leap) past the second set.



Rhino is simply a load and a half. He is heavily armored and literally invulnerable much of the time...especially if you attack him from the front. One key to this fight is to determine the moments when Rhino is vulnerable, then use Spider-Reflexes to slow him down and rush around behind him to hammer on his back.



Rhino has a few melee moves, and he often unleashes his Room Shaker Pound, a ground-slammng hit (usually several in a row) that has an area effect. Move well back when you see him winding up to hit the floor. You cannot block or counter this move.



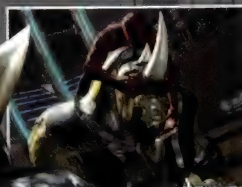
Rhino also uses the room columns for attacks. He can smash columns, causing debris to fall that damages Spider-Man if he's caught under it. Then Rhino picks up a column and uses it as a weapon. He swings it like a bat; you can dodge this with Spider-Reflexes, but can't counterattack. Rhino also twirls the column in a deadly circle, like a hammer toss, and finally releases it at Spider-Man or Scorpion. After the release, Rhino leans over, dizzy for a few seconds. Here's another chance to nail him with some good hits.

Finally, Rhino has his infamous Rhino Charge. He gallops on all fours after targets, trying to ram them and trample them. Just get out of his way, but try to follow him around. When finished charging, Rhino is spent and has to catch his breath. This is a great window of opportunity for doing damage to him with a Super Attack from behind, followed by some quick combos.

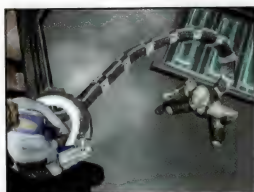


Throughout the fight, attacks by both Spider-Man and Scorpion can trigger Tests of Strength and Agility. When you hit the right buttons, you can inflict good damage on Rhino.

When Rhino's health is very low, you can trigger a final, multi-button test. If you hit all the controls correctly, Spider-Man and Scorpion combine to corral the Rhino menace.



When the fight's finally over, watch the story-ending cinematic as Scorpion goes for Stillwell but once again, Spidey talks some sense into him.



Kingpin Missions

WALKTHROUGH
XBOX/PS3

67

KINGPIN MISSIONS

These two missions come later in the story, as Peter Parker's personality is being changed by his "relationship" with the black Spider-Man suit.

PART 1: THE WAR ON GANGS HAS BEEN WON

Mission Enemies

Apocalypse Thug



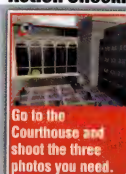
Arsenic Candy Light



Dragon Tail Soldier

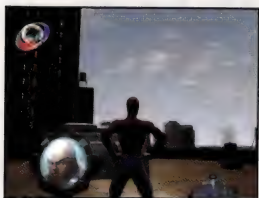


Action Checklist



Mission Overview

Peter's acting very un-Parker like. Jameson has called him in for a photo assignment at a Courthouse press conference by the Chief of Police. But Peter's behavior toward both Jameson's secretary Betty and Jameson himself is awfully...unprofessional.



Go upstairs to the balcony overlooking the library, where the press conference is in progress. Position yourself anywhere at the railing where you can get a good photo of the Police Chief and the gang bosses in custody below. The chief is thanking Spider-Man for his help in "breaking the back of the organized criminal network that is gripping the city."

Take Photos of the Chief, Bosses, and Kingpin

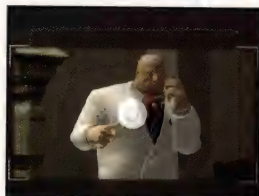
Snap a group photo of the three gang bosses, the snap one of the Police Chief too. When you take the second shot, Peter is satisfied and wants to cash in the pictures. Exit the balcony to trigger a scene where Peter spots crime boss Wilson Fisk surrounded by members of all three gangs: Apocalypse, Arsenic Candy, and Order of the Dragon Tail. He decides to get a photo of the infamous "Kingpin."

Find a Good Spot to Take Photos

Follow the Chase meter to the Courthouse and through the front door. The security guard at the entrance tells Peter he's late; the press conference has already started. Go up the escalator and through the entry doors, then try to approach the door where the officer stands guard. He won't let you enter—the press conference has already started. You'll have to use the balcony entrance.

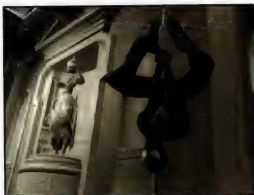


If you get too close, a Dragon Tail Soldier stops you with threats. Just get as close as you can and snap a shot of Kingpin when he turns and looks in your direction. Securing this photo triggers a long cutscene.



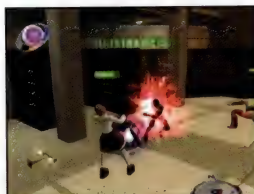
▶ Find the mission marker on the roof of the Daily Bugle.

Kingpin orders his cadre of thugs into action. Some hop down into the library and free the gang bosses. Others surround Peter Parker up on the balcony. Peter quickly disposes of these fools and changes into his black Spider-Man suit.



Defeat the Gangsters

These are tough thugs, but your black suit lets you trigger the awesome rage mode when your Combo Meter fills up. Use it whenever it's available to decimate the gang population down on the floor of the library. Watch out for gangsters dropping in on ropes from upper levels.



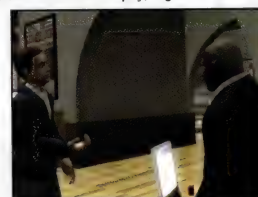
After you clear out the library, exit into the main lobby to trigger a cutscene showing more thugs waiting for you up on the mezzanine. Others are dropping in through shattered ceiling panes via rope. Get enraged! These are all lower level thugs, no gang lieutenants, so you can handle the swarm if you keep moving and jumping and using all your powers, including any slick upgrade combo attacks you've earned.



Take the Photos Back to the Daily Bugle

When you drop the last thug, a yellow Chase meter appears. Follow it back to the roof entrance of the Daily Bugle. On the way, listen to Spidey's thoughts. He blames Fisk for his loss of control, and plans to make him pay, big time. You can see how the black suit is starting to take its toll on Peter Parker.

When he arrives, Peter drops off the photos and asks Robbie Robertson, the *Bugle's* editor-in-chief, where Wilson Fisk lives. Note how his tone with Robertson changes as the conversation progresses.



PART 2: THE KINGPIN MUST PAY

Mission Enemies

Apocalypse Soldier



Dragon Tail Soldier



Arsenic Candy Light



Dragon Tail Boss



Apocalypse Boss



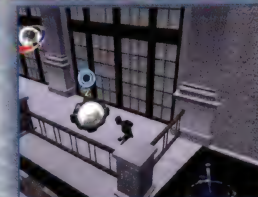
Arsenic Candy Boss (Priscilla)



Action Checklist



Kingpin	
Stats:	7808
Stats:	7808
Stats:	7808
Stats:	7808



Find the mission marker on the balcony of Kingpin's penthouse at the top of a high-rise in Midtown East.

Mission Overview

Our Black-Suited Spider-Man is burning with hatred and revenge for "Kingpin" Wilson Fisk. As the mission opens he smashes through Fisk's penthouse window and demands to see the boss. Six cocky Apocalypse thugs enter the room, and metal blast covers abruptly slide up over the windows. Looks serious...



Beat Down on the Thugs

This starts out as a standard gang fight, but the space is enclosed so you should spend a lot of time up high. You probably have your own favorite tactics by now. However, it's good to leap high and Air Yank thugs up one at a time. After you hammer through the first wave, a second wave slides down lines from the ceiling. Knock them out too. One of the blast doors rises, revealing Kingpin in his study behind some raised French doors. He invites Spider-Man up to talk.



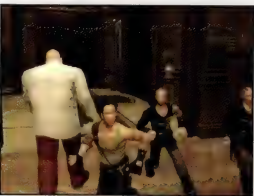
Before you smash in Kingpin's French doors, be ready for a cinerative two-button sequence at the end of the quick cutscene. You'll press the Jump button and pull back the left stick in quick succession to avoid damage.

Those doors really are beautiful. Now hammer them into shredded mulch. This triggers a cutscene in which Spidey threatens to take out Fisk and his whole crime empire. Be ready with your controller! (See the previous Tip.) Suddenly, Kingpin picks up a heavy wooden table and throws it at Spider-Man. If you nail your two-button combo, Spidey neatly dodges the missile. If you don't, the table rams Spidey back into the railing. Kingpin leaves the room as four more of his Apocalypse thugs rush in.



Destroy the Door

Kingpin sure has a lot of thugs at his disposal, doesn't he? You can beat these ones insensate, but more enter the fight. Note that the security doors fail to cover the wooden doors and Spider-Man says, "Fisk ought to demand a refund on his security doors. They don't work." This hints at your next move: smash the wooden door.



It's a heavy door, however, plus more minions insist on distracting you from your task. When the Apocalypse thugs go down with your firm assistance, they're replaced by Dragon Tail and Arsenic Candy soldiers. Keep banging away at that door in-between and even during gang waves. Eventually you'll smash through. And Kingpin is waiting for you on the other side.



You get an extra damage bonus if you attack the door in rage mode or use combat moves to toss gang members at the door.

FIGHT THE KINGPIN (FIRST MEETING)

WALKTHROUGH
XBOX/PS3

69

04
KINGPIN MISSIONS

Everything from here on out is one big boss fight...and here, Kingpin certainly fights here like the big boss that he is. He blocks most of your attacks and counters all grapple attempts. He deals more attack damage than the gang heavies or bosses you've faced so far.



The blast doors seal you into this small arena with Kingpin. He comes at you with a variety of abilities.

Kingpin's dash/charge is a powerful attack. If he hammers Spider-Man with this sudden shoulder charge, the webslinger suffers significant damage. However, Kingpin's charge also gives you an opportunity to parry and counter to stun him, letting you get in some good hits before Kingpin recovers. Indeed, your main opportunities for dealing damage comes from parrying this charge.



Kingpin also loves to grapple. With his strength and bulk, if he gets you in his grasp, he'll slam you with frightening power. So if you manage to land a few blows, don't keep close-in fighting long. Hop away before he can get his big mitts on you, or unleashes his mighty head butt.



As always, your ace in the hole is rage mode. Your normal attacks barely nudge Kingpin's health meter. Your big gains are made during rage mode. You can hear the blows land, and see Kingpin stagger rather than curl up his arm and block. Think of your normal phase actions as merely staying alive while building up your Combo Meter to enable rage mode.

When you finally knock Kingpin's health meter down to zero, you may think you've won—but you've got another think coming. In fact, Kingpin shows stunning resiliency, slamming Spider-Man viciously and calling in his "A Team" of shock troops: the gang bosses.



When the last boss drops, Kingpin invites you in for one last confrontation. With your help, Spider-Man makes a grand entrance via web slingshot...and the final battle is on.



THREE GANG BOSSES

You faced these three bosses in the Gang Story missions, but get ready for another go.

And be aware that although their fight mechanics are the same, they're tougher now. They also come at you all at once. Once again, enabling rage mode is your primary goal. Spend most of time up in the air, knocking the annoying Priscilla out of her annoying hover (where she snipes at you and pelts you with her explosive teddy bears) and dropping atop ground foes for lightning-quick Missile Drop attacks—until your Combo Meter is full. Then spend your rage wading into bosses.

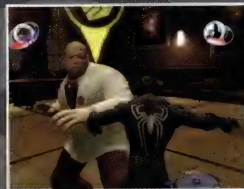
In general, try to focus on one boss at a time. Reducing the number of attackers in a room is always a good idea. Also note that every time you KO a gang boss for good, a health power-up drops into the room for you. Nice!

For more specifics on fighting each gang boss, check the Boss Fight sections at the end of each Gang Mission.

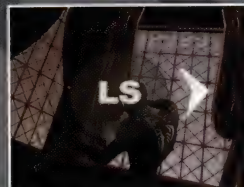


KINGPIN (SECOND STAGE)

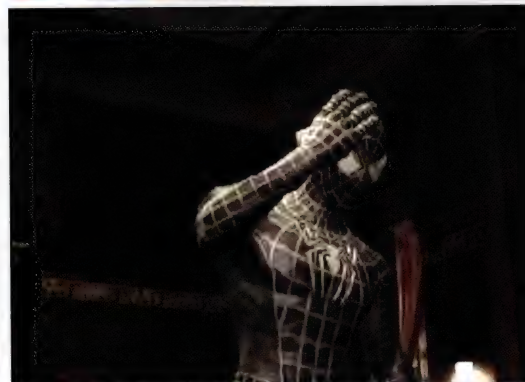
Okay, here we go. Kingpin retains his basic combat moves from the previous fight - charge, grapple, melee - but he's faster now, and wants to mix it up more. He charges less and is more maniacally focused on wading in for the kill—more attempts at infighting this time. As a result, Spidey must be more willing to get in close and use Spider-Senses to dodge Kingpin's melee moves, then launch counterattacks. As always, you want to fill that Combo Meter for rage mode as quickly as you can.



Be ready for a tough, 13-button cineractive sequence that becomes available during your attacks when Kingpin's health gets low. Watch for the first button icon to appear onscreen. If you nail the entire sequence, you can put a big hurt on the big guy. If you miss, Kingpin just hurls Spider-Man across the room.



When you nail the finisher, Spider-Man surprises himself by slamming Kingpin through the penthouse window. Did he fall to his death? Where did he go? Stay tuned for future installments.



Movie Missions

This series of three missions takes key confrontations from the *Spider-Man 3* movie and makes them interactive. You get to battle the New Goblin, Sandman, and Venom. Then you get to *be* the New Goblin for a while. It just doesn't get any better than that.

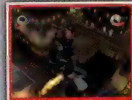
NEW GOBLIN: BIRTH OF THE NEW GOBLIN

Mission Enemies

New Goblin



Action Checklist



Outfight the New Goblin in the air.



Defeat the New Goblin from the ground.



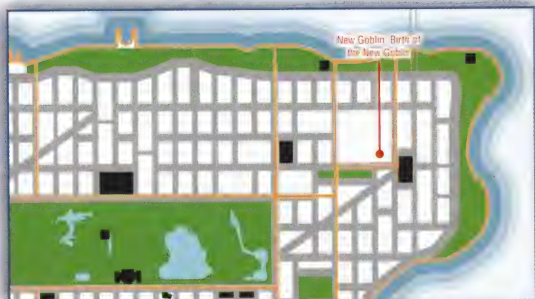
Take Harry to the hospital.

Mission Overview

As Peter walks out into the university courtyard, the New Goblin (Harry Osborn) suddenly swoops down on his Sky-Stick and scoops him up. And the fight is on. The first part of this mission is a stunning cineractive fight sequence where you press buttons displayed onscreen. The second half is a more standard fight.



Find the mission marker in this courtyard on the Columbia University campus in Morningside Heights.



Phase One: Hit Those Buttons!

Watch the screen carefully and punch the controller buttons that correspond to the button icons that appear onscreen. Hold in your Spider-Reflexes button every time a button icon appears, too. Spidey's reflexes slow down time considerably, making it easy to hit every single button in Phase One of the fight.



SINGLE MELEE ATTACKS

Some buttons offer single-punch opportunities. If you press the button displayed in time, Peter attacks the New Goblin; if you don't, nothing happens. This is where you can get in good, easy shots at the New Goblin without worrying about linking sequences of button presses. If you tap the button twice while the icon's on the screen, Peter actually performs a two-hit combo of his own!



DODGING AND SPIDER-REFLEXES

Some control-button sequences let you dodge the New Goblin's attacks. These evasion moves are linked in a sequence of control stick movements while using with your Spider-Reflexes button. When you see the yellow warning icon appear over the New Goblin's head, hold in your Spider-Reflexes button to slow things down. Then watch for control stick directions (an animation showing the left stick pushed left, for example).

If you nail them all, Peter executes amazing, Spidey-like evasive maneuvers. If you miss the sequence, of course, the New Goblin does something nasty to Peter.



NEW GOBLIN SWORD ATTACKS

Eventually the New Goblin attempts a sword strike. To dodge it you must use the Spider-Reflexes button and then nail a four-move sequence with the control stick. If you succeed, Peter Parker breaks free of the grapple with the New Goblin and drops from the Sky-Stick. Now you begin the next phase of the fight.

Phase Two: Ground Battle

Now start your combo attacks. The New Goblin hovers in close most of the fight, so you can jump and land blows. The New Goblin relies on sword slashing and bomb tossing now. He also zings deadly razor bats at Peter. Make yourself a moving, jumping target, and press the attack hard whenever you get the New Goblin reeling from a combo string.



TIPS FROM THE TESTERS

NEW GOBLIN THE FOLLOWER

After Peter finally drops off the Sky-Stick, the New Goblin follows Peter anywhere he goes in the city. So lead the New Goblin to less open areas to restrict the foe's movement options.

Daniel Germann, Treyarch Production Tester

TIPS FROM THE TESTERS

NEW GOBLIN ATTACK PATTERNS

The New Goblin's melee attacks are 2- or 3-hit combos head on, then he backs up to toss pumpkin bombs. When he rushes in, hold down Spider-Reflexes and watch the combo. If it's a 2-hit combo, immediately back away and circle the New Goblin because he follows up with pumpkin bombs tossed directly in front of him. If it's a 3-hit combo, he ends up open to attack after the third swing. Rush in and pepper him with combos until he recovers and moves again.

Sprinkle charged punches into your attacks as well. If you connect, you stun the New Goblin long enough to leave him open to a quick string of combos. Fight him on rooftops rather than wide open streets. Open spaces give the New Goblin too much room to zoom around and toss bombs from range, whereas on a rooftop he's constricted, giving you a slight advantage.

Andre Lawton, Treyarch Production Tester

If you nail all four buttons when they appear onscreen, Peter Parker executes a finishing move that forces the New Goblin to dodge his own razor bats. Then Peter shoots two strands of web to clothesline the distracted New Goblin, slamming him into a wall. Boy, that's gotta hurt.



Rush Harry to the Hospital

Okay, he's the new New Goblin, he hates you, and he just tried to kill you. But he's still Peter Parker's best friend. So follow the Chase meter, carrying Harry as fast as possible to the hospital door to end the mission successfully. This also triggers a long cinematic sequence introducing the storyline that includes Scorpion, Rhino, and the dark workings of MechaBioCon.



Nail the 5-Button Finale

When the New Goblin's health drops below 10 percent, he starts regularly launching an attack where he flings razor bats. When you jump at him and see the Fast Attack button icon appear, hit it quickly to trigger the beginning of a four-button sequence. This "finisher" sequence is the same each time it appears. So if you miss a button, note the sequence of the buttons you *did* get plus the one you missed, so you can nail them the next time.

SANDMAN: PILLAR OF SAND, NOT OF SOCIETY

Mission Enemies

Sandman



Action Checklist

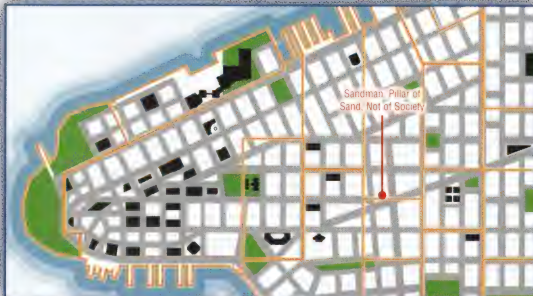


Defeat Sandman in the subway.

Mission Overview

Peter Parker's having a nightmare. And as you watch the black alien symbiote creep across the bedroom, you just know that the nightmares will only get worse. This scene introduces the origin of the Black-Suited Spider-Man.

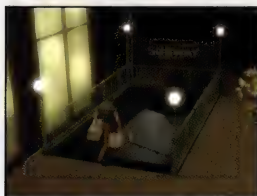




Here's a novelty: a mission marker in an interior location. Find it in Peter Parker's bedroom, inside this building in Soho, not far from Little Italy.

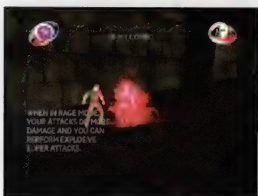


The scene shifts to Spidey hanging in the city. He spots a man, Flint Marko, rushing out of an alley with two suitcases. Marko has been implicated in the death of Peter Parker's Uncle Ben. Marko hustles down stairs into a subway station and tries to run down the tracks. But our angry Black-Suited Spider-Man cuts him off.



Defeat Sandman

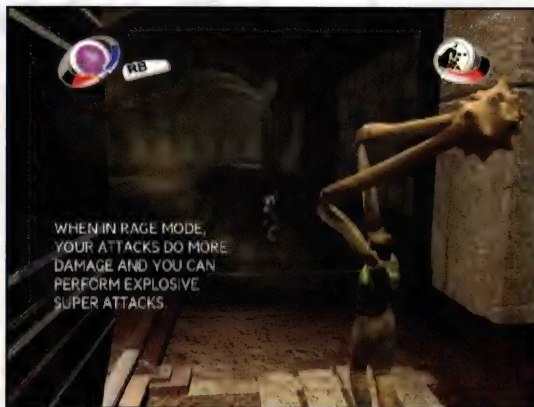
If you're playing *Spider-Man 3* for the first time, this is probably your first fight as the Black-Suited Spider-Man. You'll like his speed and power, and you'll *really* like the intensity of his rage mode. Your goal, in fact, should always be to fill up that Combo Meter (which is now purple) and unleash your rage as often as possible.



Sandman is relatively easy to hit as bosses go, but due to his unique composition he can take a *lot* of punishment. He can also form a sand shield that is impenetrable when raised. When you see the yellow danger icon over his head, quickly hold in that Spider Reflex button and look for a counterattack

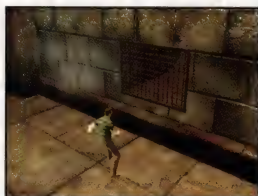


button to flash onscreen. If you see the purple icon over his head, however, jump away fast! He's about to unleash his hammer-hand smash, an attack you cannot dodge with Spider-Reflexes. Sandman's most annoying attack is a barrage of sand bombs; the best way to avoid those is a charged leap.

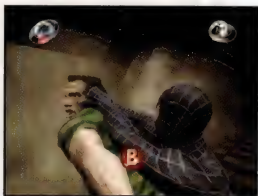


Watch for Trains!

The fight is complicated by the fact that subway trains run regularly down the tracks from both directions. They hurt Sandman somewhat, although he just dissolves until the train passes, then reassembles himself immediately. But trains *really* hurt Spidey if they strike him head on; they usually knock him flying off the tracks down into the cavern below, as well. Even if Spider-Man survives, it's awfully difficult to get back up on the tracks quickly, and thus Sandman usually escapes and you have to Retry. So be *very* wary of the train situation as you fight.



Trains do give you other ways to damage Sandman too. One Test of Agility early in the fight is triggered when a train approaches, letting Spider-Man attach web to the speeding train and sling himself hard into Sandman. And when Sandman's health meter has been depleted enough, you can use a grapple move when a train approaches that triggers a Test of Strength. Rapidly tap the buttons displayed onscreen to have Spider-Man force Sandman's head into the side of the passing subway cars. "Eat train!" says Spidey.

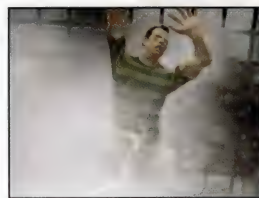
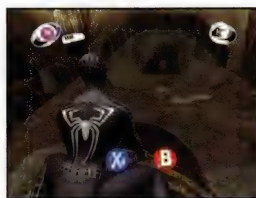


Nail the 10-Button Finale

When Sandman's health is near zero, he starts wobbling with weakness. Show no mercy! Here you can trigger a fantastic finale if you nail a long button-pressing sequence. When you see Sandman wobbling and the Fast Attack button icon appears, hit it to quickly trigger the beginning of a subsequent ten-button series.



If you nail all ten buttons as they appear onscreen, Spider-Man finally slams Sandman down in a drainage culvert. Then you get a two-button Test of Strength. Punch the alternating buttons quickly until Spidey tears open a water main and flushes Sandman through the grate.



GRAND FINALE: SHOWDOWN

Mission Enemies

Venom



Mega Sandman



Action Checklist



Defeat Venom as Spider-Man (first meeting).



Defeat Mega Sandman as the New Goblin.



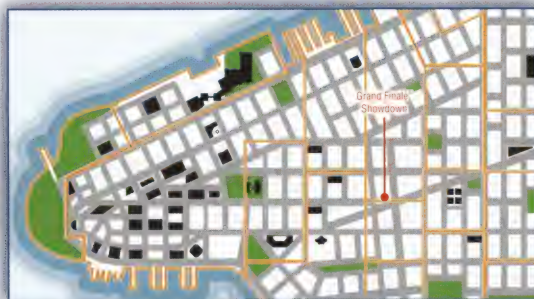
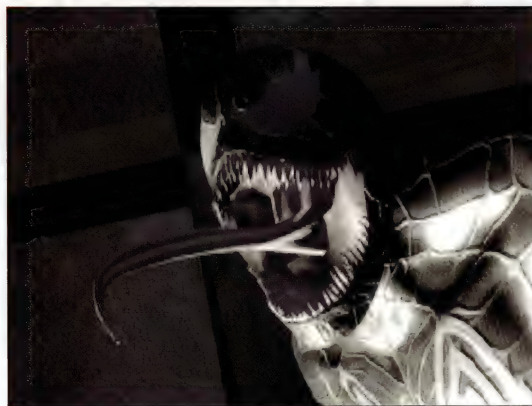
Escape the sandstorm as the New Goblin.



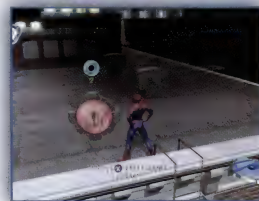
Defeat Venom as Spider-Man (second meeting).

Mission Overview

Peter happens to catch the TV news, and guess what? It's all bad. Sandman and Venom have Mary Jane trapped on a high-rise under construction. Now Spider-Man faces the grand finale. But two against one—that doesn't seem fair, does it?



Find the mission marker on the roof of the brick building near the Soho and Little Italy neighborhoods.



Fight Venom as Spider-Man

You face Venom on a five-level platform section of the high-rise. When Venom is in rage mode, he's very difficult to hit. Fortunately, the game gives you the killer tip you need, and we'll reiterate it here: *Venom's black suit is affected by noise.*

Here's how you take advantage of this fact:

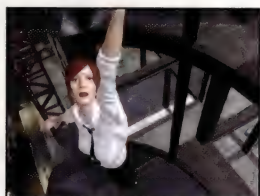
Several piles of metal pipes are piled up in cube-shaped stacks on the levels. When you punch one of these stacks, the loud ringing clatter of the collapse stuns Venom for a few seconds. This gives Spider-Man a critical window of opportunity to get in some good combos and knock down Venom's health meter.



The stacks of metal pipes respawn in the same place after a few seconds. So your primary tactic is to hop from level to level and rush from stack to stack while avoiding Venom's brutal rage mode attacks.

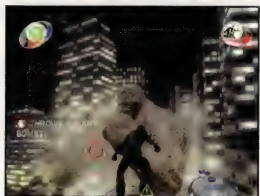


Harry Osborn sees the events unfolding on TV too, and he jumps into action as well. He arrives on the scene as the New Goblin...just in time to save Mary Jane and then get Spider-Man's back against the second bad guy.



Fight Giant Sandman as New Goblin

The basics of this fight are simple; it's their execution that's a killer. As New Goblin, you are locked at a fixed circling distance from the monstrous Sandman. You can move up/down and rotate around the big guy, but that's it. And your attacks are limited to bomb-throwing; you can target either one of



Sandman's arms or his head. Target his head! You end up hitting his arms (occasionally knocking them off) frequently when you do this, but head damage takes him down faster. Meanwhile, Sandman is flinging punches, cars, and other debris at you. You must use your movement controls to dodge his attacks.

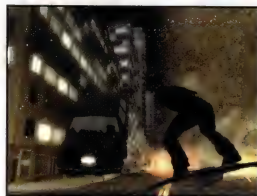
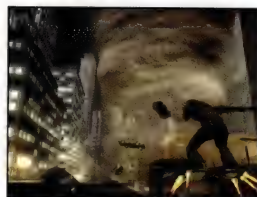
Early on in the fight you can initiate an eight-button cineractive sequence. If you nail it, the New Goblin opens a water line and douses Sandman. Wetting down sand makes it less malleable. Now your bombs will have more effect against the big fellow. Keep moving and flinging, and use the Super Attack button for more powerful bomb tosses.



When Sandman's health drops to zero, you can pull a trigger to initiate a final seven-button sequence that ends (if you nail it) with New Goblin planting a bomb in Sandman's gut. The big monster explodes into a violent sandstorm!

Escape the Sandstorm!

This is a straight Test of Agility. Hit the eight-button sequence as it appears to escape the swirling destruction of Sandman's wild sandstorm. No secrets, no tricks—just hit the buttons fast, my friends.

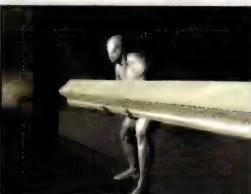


Defeat Venom as Spider-Man

Now the Sandstorm rages around and through the open high-rise where Venom and Spider-Man prepare for their final battle. The fight continues much like the previous one, except of course Venom is much angrier. Keep relying on his weakness to loud sounds and knock over those pipe stacks, exploiting his moment of weakness, then hopping away to other levels of the high-rise in search of the next stack of pipes.



When you knock Venom's health down to zero, you trigger a final, spectacular 11-button sequence. If you miss it, you return to regular fighting with Venom having gained back about 10% of his health. But if you finally nail the sequence, Spider-Man puts an end to the Venom menace once and for all. Watch the story-ending movie, and congratulations!





THE ALLY MISSIONS

Each of these two sets of missions tells a story about Spider-Man and a character who becomes a prominent ally in his universe. Each focuses on cleansing the rot festering in the city darkness—one in the city's shady cop community, the other in the city sewers. You see the kind of person Peter Parker is—a guy driven by an inbred sense of integrity, willing to lend a hand to people willing to "make things right."

DeWolfe Missions

Jeanne DeWolfe is a tough, no-nonsense cop looking to root corruption out of the NYPD. But the rot goes deep, and DeWolfe needs Spider-Man's covert assistance. In particular, she needs hard evidence of police wrongdoing—evidence in the form of incriminating photos. All three missions require some photo-taking.

PART 1: A CRY FOR HELP

Mission Enemies

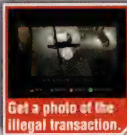
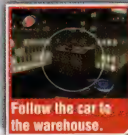
Dirty Cop



Dragon Tail Light

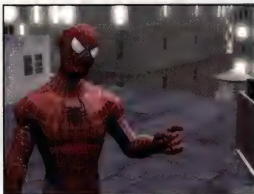
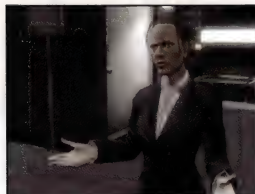


Action Checklist



Mission Overview

Spider-Man rushes to the sound of a young girl crying for help. But it turns out to be a tape recording played by NYPD Detective Jeanne DeWolfe to lure Spidey to a meet her. She wants his "unofficial" help in cracking an illegal gun-running operation run by the Order of the Dragon Tail gang. She wants photo evidence from the warehouse where they conduct business. Spider-Man agrees.



- Find the first DeWolfe mission marker on the rooftop of a Midtown high-rise.



Follow the Sedan...Covertly

The game instructs you to follow the sedan as closely as possible without being spotted. Follow the yellow marker until you get close to the car, then swing along behind. A "Chase Meter" appears at the bottom of the screen, showing you how close or far you are from the target.



The Chase meter works on the "hot/cold" principle, letting you know whether you're moving toward or away from the target, but not giving you the exact distance like you get with the yellow marker. As you get closer to the sedan you're chasing, the red spider icon in the middle of the Chase meter slides to the right, toward the blue icon. But if the distance between you and the target is growing bigger, the spider icon slides left.

As the narrator explains, the best place for the spider icon is right in the middle of the Chase meter. If you get too close or too far, you fail the mission.

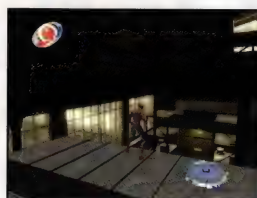
- The target sedan is highlighted by overhead markers as well. The markers are green if you're at a good distance from the car, and turn yellow if you start getting too close. If they turn red, you're being spotted and you'd better drop back.

The sedan pulls into a fenced parking lot and drives right into a low brick warehouse building. Hop up onto the warehouse roof.



Get a Photo of the Transaction

Find the open roof hatch and drop down carefully onto the raised walkway directly below. The moment you land, the meeting begins. You can hear the principals making their transaction below.



Stop the Escaping Dragon Tails

Suddenly, the transaction takes a wild turn. The Dragon Tail gangsters attack the gun suppliers and hop into the dark sedan. The car screeches out in reverse. Hop down and sprint through the open cargo doors into the warehouse yard, then jump atop the escaping sedan. If the car escapes the yard, you get a warning that the Dragon Tails are getting away, and a convenient Chase meter appears.



Chase them down! Swing after the sedan (it has green markers over it) and land on its roof. Punch out the passenger side thug who crawls out to fight you, then move forward and complete the Test of Strength to disable the car. Then beat up the final thug.

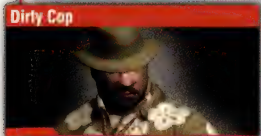


Now follow the yellow marker back to DeWolfe. Spider-Man hands over the evidence and gets a warm thank you—well, warm by DeWolfe standards anyway.

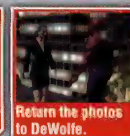
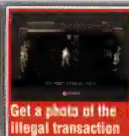


PART 2: DIRTY COPS

Mission Enemies



Action Checklist



Mission Overview

DeWolfe is distressed about an infestation of dirty cops in the department. She overheard talk of a “business meeting” going down with a local gang. No details are available, but DeWolfe heard the toy factory mentioned. Sounds like a good place to start.



Find the Meeting Location

Follow the yellow marker to the toy factory near the Queensboro Bridge. When you get there, hey, nothing's going on. The meeting must be somewhere nearby. Use the Chase meter to figure out which way to go, moving so that the spider icon moves toward the blue location icon.





Find this mission marker on the ledge of a building near the Gramercy Park area.

Swing off the building heading north, go left a block, then right another block. This brings you close enough to the meeting to trigger a quick cutscene that gives you look at the situation. You get an overview of the meeting in the alley, plus a peek at the three rooftop guards and three yellow bulls-eyes that mark spots where you can take photos.



Get to a Photo Marker

Despite the helpful overview, this is a tricky task. You don't have much time to get evidence before the meeting breaks up. This is complicated by the location of the bulls-eye photo markers. One is on the side of a building, requiring some quick wall-crawling to reach. One is next to a guard, requiring you to dispose of the guard first. This you must do carefully, because if you knock a guard off the roof into the meeting alley before you snap a photo, your cover is blown and you fail the mission. The third spot is down low, requiring a careful jump or a roundabout route to reach it.



Don't drop into the alley before you take the photo! The targets will spot you immediately—meeting over. However, you can run anywhere on the rooftops with no guards.



for picture-taking. The one on the wall is fun to crawl down to as well.

Snap the Photo!

Get a good shot of the gang leader and the dirty cop. Remember, you must get a picture of the *actual exchange of money*, or else you fail the mission. An onscreen message lets you know if you snapped an acceptable photo.



The crooked cops and gangsters banter a bit before getting down to the nitty-gritty. The actual money exchange begins when the cop says, "Are we doing this, or what?" After that, you have only a few more seconds to snap your shot.

If you try to take a shot too soon, you get an onscreen message that says, "Wait for the exchange."

Decimate the Meeting

Now drop down and KO everyone at the meeting, including the gun-toting corrupt cops. This is no easy fight. One of your foes is an Arsenic Candy Princess, a very tough opponent. Focus on eliminating the light foes first, then turn your attention to their hammer-wielding leader.



Return the Evidence to DeWolfe

Now just swing on back to your buddy DeWolfe for the mission-ending cinematic.

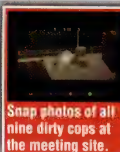


Mission Enemies

Dirty Cop

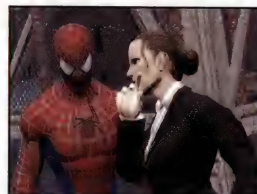


Action Checklist



Mission Overview

DeWolfe got an anonymous invitation to a “business meeting” today and wants Spider-Man watching her back. She’s pretty sure the crooked cops are on to her, and it’s a setup. Spidey’s job, as before, is to get evidence (photos) while staying out of sight. “And help me out if things get ugly,” adds DeWolfe. Let’s go!



Scout the Waterfront Site

Swing after the yellow marker to the docks just west of the Chelsea district, where the meeting has been scheduled. When you arrive, you get a quick cinematic showing an overview of the site. Note that cops are posted on either side of the shipping containers on the dock. A couple of them pace back and forth along patrol routes. There is no single location where you can photograph all nine of the crooked cops.



Get Photos of All Nine Cops

You need shots of every bad cop at the scene—nine in all. (You don’t need nine photos; it counts if you combine multiple cops in one photo.) But you have only 2:30 until DeWolfe arrives; if she shows before you have all nine cops photographed, you fail the mission. Again, you have to shoot from different locations to get everyone.



Start by running up to the sidewalk at the head of the dock and snap a quick photo. You can get as many as six cops in one shot here, if you time it right.



Next, turn right and hop/crawl to the roof of the tall building with a Bulglin’ Donuts sign on top. From here, you can move along the rooftop and get photos of up to six cops, including all the ones you missed in the first shot from the sidewalk. So between the two locations you can photograph all nine cops.



Note that when viewed from the high roof, two of the pacing cops are visible only for a few seconds before they turn around and disappear behind shipping containers as they patrol the dock. (See the circled one in our screenshot.) You can also go back to the street and run around the other (left) side of the dock to get photos of cops you may have missed.



Find the mission marker on the corner of this rooftop just south of the Midtown area.



As soon as you’ve taken shots that include all nine cops, the timer stops and DeWolfe arrives via taxicab. Now you must keep an eye on her from the roof of the shipping container where you automatically end up after the cutscene, and without being spotted. Soon she gets shot; you can’t prevent it, so don’t try. But you can still save DeWolfe.

Defeat the Dirty Cops

After DeWolfe drops, jump in and beat down on the lousy cops. They have guns, so keep hopping upward and using Web Yank to pull them up to you one at a time. When only one cop remains, a cinematic is triggered. The cop tosses the wounded DeWolfe into his police cruiser and drives toward the ocean!



Save DeWolfe

Hurry! When control returns to you, sprint after the car and make a leap onto its roof. The cop bails out, leaving DeWolfe trapped in the vehicle as it sails out over the water. This triggers a Test of Agility. Nail the three-button sequence to save DeWolfe. Then watch the final moments of the DeWolfe missions.



Connors Missions

Dr. Curt Connors is Peter Parker's good friend and mentor. Of course, he was just recently a big homicidal lizard (as you know from the Lizard Missions). His rampage wreaked much havoc in the city, and the results of his experiments are still crawling through the sewer system. So he wants to make things right now, and he needs Spider-Man's help to do so.

PART 1: THE LIZARD NO MORE

Mission Enemies

Lizard



Heavy Lizard



Action Checklist



Mission Overview

Spider-Man visits Dr. Connors in the hospital. Connors is there recuperating from his horrible stint as Ultra Lizard, and doing quite well. But a lot of citizens out there are stuck inside lizard skins right now, and Spidey wants to do something about it. Dr. Connors sends him to his lab for samples of his original regeneration serum so he can engineer an antidote. Unfortunately, the doc's lab is in the sewers—it was his "Lizard lab."



Head into the Subway

Follow the Chase meter directly down the street to the subway entrance. People are rushing out! Go downstairs to find Lizards and SWAT team cops brawling in the entry plaza. You can whack a few Lizards to help the cops, or you can just move on.

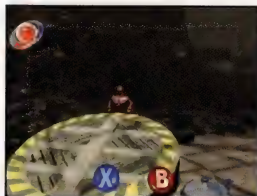


Now follow a series of Chase meters—through the turn-styles, downstairs to the train platform, and then down the tunnel to a big hole torn through the subway wall on the left. Enter and KO the two Lizards who come to greet you. Then continue down the tunnel to the next room.



Save the Hostage

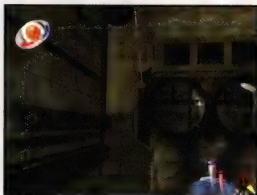
Lizards swarm around a frightened woman. Protect her, knocking out all foes so she can escape. Then open the yellow-striped hatch she was standing on (a Test of Strength) and hop in. At the bottom of the shaft, proceed to a second hole and hop in that too. Now you're deep in the sewer system.



Follow the Lizard Lookout to the Lab

Exit the chamber at the bottom of the second shaft, nabbing the health power-up on the way. Run down the long passage until you see a Lizard on the platform at the end. He sees you, snarls, and turns to run like the slimy reptile he is.

Swing down the sewer tunnel behind him. He's a quick darter, but stay close. At tunnel's end, two large matching holes lead into the next area. Defeat the Lizards posted here.



Nab the First Sample

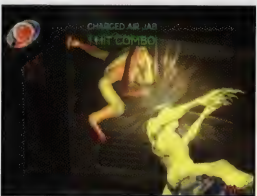
Move down the narrow passage. You emerge into a large area where massive pipes curve to the right and loud, angry lizards gather on a raised area to the right, including a pair of Heavy Lizards.

Keep going straight for now, heading into another pipe-lined passage. This leads into a lab manned by a single Lizard. KO him and find the bottle of serum, highlighted by green markers. Take it and return down the passage to the raised area, now on your left, where the really loud lizards gather.



Web Yank the Lab Lizards, One by One

The other two serum samples are up in that raised area. You could hop up there and wade into the melee, but two Heavy Lizards lead the swarming pack. A better tactic: stay down where you are. Hop up and use Air Yank to pull one lizard to you, air-pummel it senseless, then repeat. Continue until all of the light Lizards are beaten and only the two Heavy Lizards remain up on the raised area. (You can't Air Yank them.)



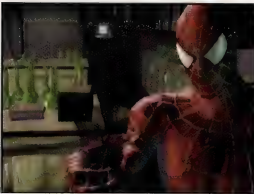
Find the mission marker on a rooftop in the Lincoln Square area.

Defeat the Heavy Lizards

Now you can hop up and engage the Heavy Lizards in the makeshift lab area. Defeat them and find the other two serum samples—one on a desk under the big wall fan, the other atop high shelves against the wall. (You have to jump up onto the shelves to nab it.)



Grabbing the third serum triggers a cinematic: Spider-Man delivers the goods to Dr. Connors at his university laboratory. Mission accomplished!



Mission Enemies

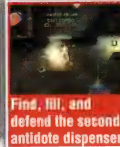
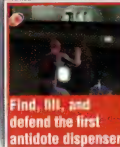
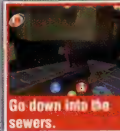
Lizard



Heavy Lizard

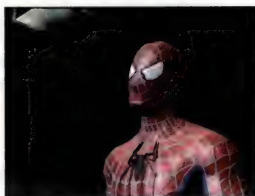
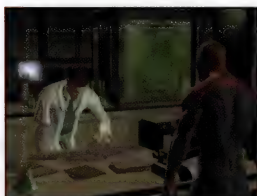


Action Checklist



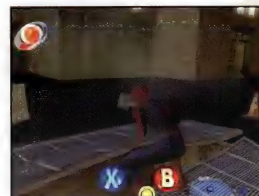
Mission Overview

This mission is simple but brutal. Dr. Connors has engineered the antidote for the lizards. Your job: find and fill three gas dispensers in the sewer system to spread the dosage with "maximum efficacy," as the doc says. Get ready for some insane melee combat. One of the dispensers is located in what Connors calls "the teeming hive." That's never good phrase.



Get into the Sewers

Follow the Chase meter to the same sewer cover you used back in the Lizard missions. Complete the Test of Strength to lift it and hop down the shaft. At the bottom, proceed to the next shaft and jump down to reach the sewer system. Follow the Chase meter to the first gas dispenser.

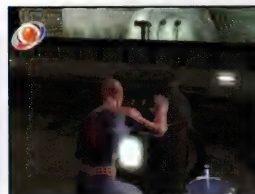


Defend the First Dispenser

Approach the dispenser and press the button displayed to fill it with the antidote. As the gas starts to dispense, the lizards start to come—just a couple at first, then more and more. An onscreen countdown timer shows you how much longer you have to defend the device, starting at 40 seconds. Stay right next to the dispenser and start stringing together every combo chain you know. Don't get up in the air here. If you leave the dispenser's side, lizards chew it to pieces in short order.



Find this mission marker in the middle of the street next to Columbia University up in Morningside Heights.

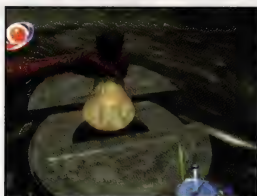


Some Lizards hang back and spit acid balls at the dispenser, causing serious damage. Pull them in to you with Web Yank and nail them with quick punches.

When the countdown ends, the Lizards around you start their transformation back to human beings. As Spider-Man says, "You guys will be back to normal soon. Naked and lying in a sewer—but normal."



Defend the Second Dispenser



Follow the series of Chase meters, swinging down the long sewer tunnel to the next gas dispenser in the Hydraulic Room. This dispenser rises from the water in the middle of the fast-moving stream. Load it up with antidote and get ready to defend it for 60 seconds this time.

Stick to short combos and single punches. If you get involved in long combo strings, you focus too much attention on one foe and get sucked away from the dispenser.

Here they come again! This melee is similar. Again, stay on the ground next to the dispenser. This Lizard swarm is tougher than the first. Hang in there! As the timer gets close to zero, the wave abates.



Exit the room via the goopy passage through the egg sac and swing down the next long sewer tunnel to the third dispenser. Don't miss the left turn; it leads into a huge generator room. This is the place that Dr. Connors referred to as "the hive."

Defend the Third Dispenser

The final gas dispenser is up in the middle of a big open platform at the far end of the room. Fill the dispenser and brace yourself for green scaly hell. This is a swarm unlike the others, overwhelming. And you must defend the dispenser for two full minutes! Yes, it's insane, but *somebody's* gotta do it. Might as well be your friendly neighborhood Spider-Man.



When the madness is over and you've won, watch the story-ending cinematic.





THE GANG MISSIONS





Each of the three major New York City gangs—Order of the Dragon Tail, Apocalypse, and Arsenic Candy—has a set of linked missions in *Spider-Man 3* that tells a coherent story. Each gang's set of missions follows a chronological order, although you can hop from storyline to storyline if you want.



Order of the Dragon Tail Missions

The Dragon Tail story revolves around a mysterious collection of antique eastern statues and an ancient legend that just may be true. Note: Spider-Man cannot complete the fourth and final mission of this gang story sequence until he has the Black Suit.

PART 1: HIGH SPEED PURSUIT

Mission Enemies	Action Checklist			Bonuses Earned
Dragon Tail Light 	 Protect the driver from the thugs.	 Follow the statue trail.	 Defeat the hijackers.	Bonuses Earned Crime Fighter Ranking Increased in All Dragon Tail Zones

Mission Overview

You arrive just in time to see a white van get hijacked by Dragon Tail. The hijackers yank out the driver and speed off in the van; as they do, an antique statue falls out of the back and clatters to the pavement. When control returns to you, a backup squad of Dragon Tail gangsters attacks the van driver.





Find the mission marker in Midtown East, on a roof near the East River.



Protect the Van Driver from the Thugs

A health meter appears above the van driver as the thugs attack. Protect him! Every hit they land reduces his health. If the circle drops to zero, you fail the mission. Defeat all the Dragon Tails to trigger a scene. The poor driver says, "They took the van. I'm *sooo* fired." But Spider-Man notices that the hijackers left a conspicuous trail.



Use web shots to zap bad guys and yank them away from the van driver you're protecting.

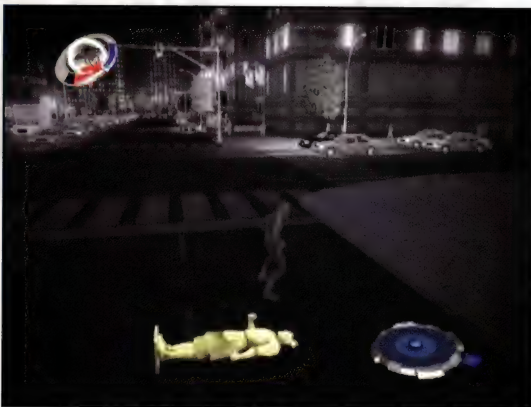
Follow the Statuary Trail

Yes, the statue you saw falling from the van in the opening cinematic was just the first of many forming a trail of statues. Start running along the street. (There's no time limit.) Use your Spider-Senses to see each successive statue glowing in the distance.



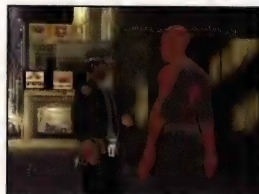
A statue lying close to one side at an intersection indicates the van turned in that direction at the corner.

The path zigzags through the city, but the statues make the trail easy to follow. It leads through Gramercy Park across the middle of the city into Midtown where you'll find the Dragon Tail hijackers unloading the stolen goods.



Defeat the Dragon Tail Hijackers

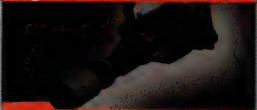
Knock the goons silly. It's a simple street fight, and when it's over, one of New York's finest arrives on foot patrol. When Spidey asks why the Dragon Tails want these old statues, the cop says the department got a tip on the heist from an old antique collector named Chen. Sounds like someone you should look up.



PART 2: WHEN THE BELL TOLLS

Mission Enemies

Dragon Tail Rocket Launchers



Vehicle: Chinook Helicopter



Dragon Tail Light



Bonuses Earned

Crime Fighter Ranking Increased in All Dragon Tail Zones

Action Checklist



Protect Chen ("the collector") from the three rocket-firing Dragons on the nearby rooftops.



Protect Chen from the Dragon thugs who arrive on the rooftop.



Protect the police helicopter from the big Chinook and its mini-gun.



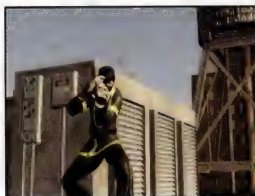
Stop the Chinook from crashing into the street below.



► Find the mission marker for "When the Bell Tolls" on this rooftop garden in the heart of the East Village.

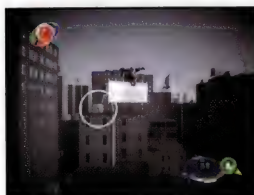
Mission Overview

Old Man Chen, the antique collector, is working in his garden when Spider-Man arrives. Spidey asks Chen how he knew the Order of the Dragon Tail would try to steal the old statues. Chen says he feared this would happen, but just as he's about to explain why, an explosion rocks the rooftop. Dragons with shoulder-mounted launchers are firing rockets at the old man!



Knock Out the Three Rocketeers

Chen panics and starts running around his garden. A green health meter appears above him; he loses health with each near-hit of a rocket. Immediately activate your Spider-Senses to see the red glowing figures of the three Dragon Tail rocket-gunners on nearby rooftops.



► Look for one rocket-firing Dragon atop the building just below the rooftop OSCORP sign.

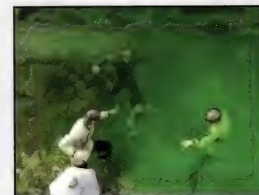
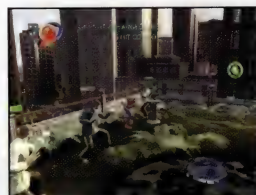
Quickly swing or jump across to each one, knocking him out. Rocket thugs go down fast, fortunately; just a few punches neutralizes each one. Once you defeat the third one, a massive Chinook helicopter arrives in a cutscene and drops some Dragon Tail soldiers onto Chen's roof.



Remember that Spider-Man possesses tremendous leaping ability, even while wall-crawling. If you hold down the Jump button to charge up the extra "hops" you can leap from Chen's roof to the rocket-firing attackers on nearby roofs.

Defeat the Dragons Dropping from the Chinook

Now it's melee time. The Dragon Tail soldiers target the old man, so yank them away with quick web shots and then knock them out with solid combos. Build those Combo chains and remember to use any Super Attacks you have unlocked when the combo meter fills up. Once you defeat the first wave, three more spawn in a puff of strange green mist next to the old man. Quickly dispose of them before they inflict too much damage on Chen.



This triggers the arrival of a police helicopter – normally a welcome arrival, but in this case, the cop copter is outgunned by the Chinook. Now you have to protect the cops too!



Protect the Police Helicopter

Your next task is to neutralize the powerful mini-gun mounted just underneath the Chinook's nose. Leap across the street to the rooftop of the terraced building closest to the Chinook. Make sure you hop up all the way to either one of the topmost roof terraces.



Now face the Chinook. The yellow marker on the mini-gun shows that you're just 30 meters or so away—well within Spidey's jumping range.



Take a good running jump toward the Chinook. If you get a recent launch, you trigger a cinematic in which Spider-Man lands on the mini-gun emplacement and rips it off the Chinook. But be ready! The short scene switches to a cineractive sequence immediately after.

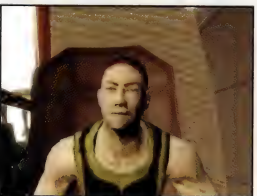


Don't relax once you reach the Chinook! A cineractive sequence immediately follows the shot of Spidey tearing off the mini-gun.



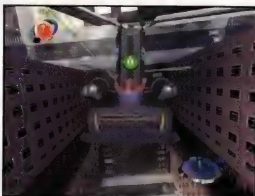
Don't Let the Chinook Escape!

The cineractive calls for you to halt the enemy helicopter's escape. Quickly use the controls indicated onscreen to help Spidey pull back the web slingshot he just made. After you pull it back far enough, Spidey fires himself into the Chinook's path and quickly builds a massive spider web in its path. This snags the copter like a helpless fly.



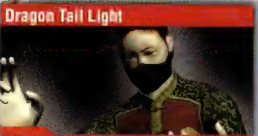
Don't Let the Chinook Fall!

But the Chinook is too heavy, and starts to sag and then fall to the ground. Another cineractive sequence calls for you to halt the enemy helicopter's plunge to the parking lot below. Quickly tap controller buttons in the sequence indicated onscreen to help Spidey keep the Chinook from crushing the poor cell phone-distracted pedestrian below. Whew!



PART 3: COLLECTION PROTECTION

Mission Enemies



Action Checklist



Protect Chen's armored van from Dragon Tail cars.



Knock out Dragon Tail rocket launchers posted along the route to the Police Storage warehouse.



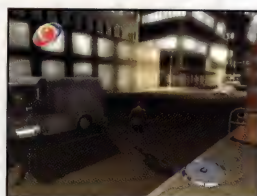
Clear out the warehouse area.

Bonuses Earned

Crime Fighter Ranking Increased in All Dragon Tail Zones

Mission Overview

Spidey meets Mr. Chen in front of the bank. And armored van filled with Chen's statues sits on the street. The old collector stresses the fact that his "artifacts" (the statues) must not fall into the wrong hands. Again, he is about to expound on their significance when he spots Dragon Tails in cars approaching the van.



Find the "Collection Protection" mission start icon on the street in front of this bank building in Midtown East.

Fight Off the First Wave

Chen's armored van now has a green health meter. The first enemy car pulls up and two Dragon Tails jump out. Eliminate these two attackers; when the second soldier drops, the van pulls away. A second carload of Dragon Tails gives chase, firing at the armored van. Hop atop the second enemy car and knock out the two gangsters who try to attack you on the car's roof. When the second one falls, a Test of Strength sequence is triggered. Punch the two-button combo indicated onscreen to disable the second Dragon Tail car.



You can let Chen's armored van get ahead of you in the early going as you eliminate the first two Dragon Tail carloads. The van won't run into another enemy ambush for several blocks. But hurry to catch it once you've cleaned up the first attack.

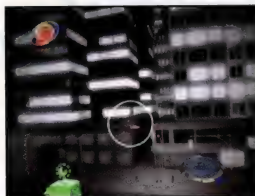


A total of seven Dragon Tail Light gunners armed with rocket-launchers are posted along the van route.

Once the last Dragon Tail is eliminated, sprint or web-sling your way quickly to Chen's armored van, which may be several blocks away by now. Hurry! Dragon Tail gunners with rocket-launchers wait in ambush up ahead along the route.

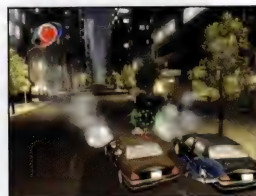
Protect the Van from Dragon Tails Firing Rockets

Once you catch up to Chen's armored van, activate your Spider-Senses to look for red glow of enemy rocket-launchers up high on building ledges along the route. (The van itself glows green.) When you spot one, leap and/or crawl up and eliminate him quickly. Then hustle back to the van, using Spider-Senses to look around for the next rocket launcher. Remember, they're all on rooftops. Scan up high!



Fight Off Other Pursuers

Soon two more cars full of Dragon Tail soldiers give chase, giving you separate threats, rockets firing from up high and cars ramming the van down low. Give priority attention to the rooftop rocket launchers – they can inflict the most damage – but don't totally ignore the street-level attackers, especially the cars trying to ram the van.



You end up at the Police Storage warehouse near the waterfront on the East River. Here, Dragon Tail cars box in the armored van, making it a sitting duck for the last two rocket-firing thugs, one of whom perches on the rooftop of the Police Storage facility itself. Knock out those rocket launchers! Then you can mop up the last few foot soldiers on the street. Once the final Dragon Tail ambusher is eliminated, the mission is finished.

PART 4: HIDDEN TEMPLE

Mission Enemies

Vehicle: Helicopter



Dragon Tail Heavy



Dragon Tail Light



Dragon Tail Boss



Action Checklist

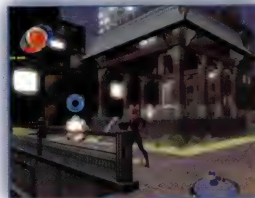
Go to the Police Storage warehouse and chase down the escaping delivery van.

Knock out the Dragon Tail helicopter.

Go back to the Police Storage to meet and follow Chen's helicopter to the Dragon Tail headquarters.

Get inside the hideout building and defeat the Dragon Tails, including the Dragon Tail Boss.

- Find the mission marker in front of the small temple above Chen's rooftop garden in the East Village.



Mission Overview

Peter Parker is the Black-Suited Spider-Man in this mission. Spidey reports to Mr. Chen on the old man's rooftop. He tells Chen the statues are safe and sound and then (somewhat rudely) demands to learn the secret of the artifacts.



Chen explains that he is the "protector of the bell and hammer"—a bell installed inside the rooftop temple. It is said that when struck by the hammer in the presence of the stone statues, the bell will bestow great treasure—"enough wealth to own the world," says Chen. This angry, impatient version of Spider-Man can't believe he didn't know this before.



Head Back to Police Storage

This one's easy. Just follow the yellow marker to the Police Storage warehouse. You hear chopper blades thrumming as you approach. Climb onto the facility's roof to find Mr. Chen and a police helicopter. He says they've found the Order of the Dragon Tail headquarters, where the gang has been hiding their stolen goods.



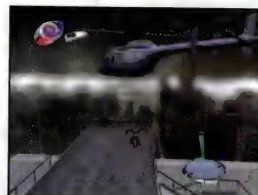
Go to the Police Storage

Follow the yellow marker across town to the Police Storage facility. You arrive in the midst of an Order of the Dragon Tail assault! A rocket wipes out a police cruiser, and Dragon Tail thugs drive off in a white delivery van. Follow that van!



Follow the Police Chopper to Dragon Tail HQ

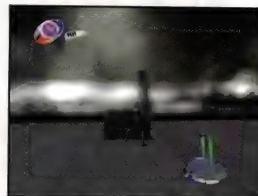
When the cinematic is over, swing along behind the police helicopter until it stops over the roof of a tall skyscraper in the Midtown East area (just two avenue blocks east of the Empire State Building). Stay close; if you drop more than 250 behind, you lose the chopper and fail the mission. Get up on the building's roof and start climbing the tower to the helicopter pad.



You hear Spider-Man say, "Accompany, nothing. I'll take these guys out. The police can have whatever's left." Next step: find a way inside.

Infiltrate the Headquarters

This one's easy too. Just follow the new yellow marker the short distance to the roof hatch. (If you activate your Spider-Senses, you can spot the yellow glowing hatch too.) Approach it and Spidey automatically opens it and crawls inside.



This triggers a long cinematic in which you eavesdrop on the Dragon Tails and their sinister plans to exploit "the power of the artifacts": the statues are worth millions! (Note that the bell makes something weird happen to Spider-Man's black suit.) After Spider-Man disrupts the proceedings in his inimitable Spidey way, the place erupts in a frenzy of angry activity. Time to fight!



Disable the Delivery Van

Follow the remaining yellow marker to the white delivery van. Swing or jump onto its roof, then move onto the hood and hit the buttons indicated onscreen to disable the vehicle. Defeat the driver who hops out to trigger a cinematic: the van's empty!



Don't let the van get too far away. You'll fail the mission.

But when you try to move forward onto the front hood to disable the van, a Dragon Tail helicopter suddenly drops in over you and a sniper shoots, knocking Spidey off the van. Your next task is to knock out the pesky aircraft.

Knock Down the Enemy Helicopter

Now you want to hunt the helicopter and get above it. A new yellow marker appears to indicate the helicopter's location. This bird flies very low, not far above the street level, so it's easy to swing higher than the craft. When you're above and close enough, the Web button icon appears onscreen. Immediately hit your Web button to shoot webbing into the helicopter blades. After a few hits you gunk up the rotors and the annoying chopper falls from the sky.

Defeat the Dragon Tail Minions

Start fighting. *Keep fighting.* This is a tough melee, with bodies flying and enemies swarming. The key is to use the space available and avoid getting cornered in the enclosed room. Leap away from situations where more than three Dragon Tails close in on you. You can also use Web Zip (a quick tap of your Swing trigger, if you have this upgrade) to extricate yourself quickly from nasty swarms. And Black-Suited Spider-Man has a sweet Beatdown move. Use it.



Use your rage! Black-Suit Spider-Man can unleash a powerful burst of angry fighting energy. When his purple Combo Meter fills up, start tapping the button indicated onscreen up in the left corner. This triggers a fiery outburst, giving Spidey a fierce combat boost for several crucial seconds.

Use rage when surrounded or when enemies are bunched up so you don't waste precious seconds of this enhanced combat state chasing foes across empty space.

Get up in the air and pull up targets with your web, then pummel them with air attacks like Air Double Fist, Air Axe Kick, and Air Throwdown. (Remember, you can check your Upgrades in the Pause menu.) If you feel like you're getting overwhelmed by numbers and your rage boost isn't available, try holding down the Web button to use the Multi-Subdue webshot, quickly immobilizing nearby attackers in web straightjackets.



When the last of the minions finally falls, you get a breather—a very, very *short* breather. Then the Dragon Tail boss spawns a handful of ridiculously tough Dragon Tail Heavy warriors armed with nasty twin katana swords. They have wrist-blasters too, so they can also hit you from range. These fellows are extremely nimble and hard to hit.



Pick off the weak! Keep glancing at the health bars of your Dragon Tail attackers. If you see one that's close to zero, focus your attacks on that foe. The sooner you knock him out and thin out the crowd, the easier the battle for you.



One effective way to land blows is to use your Spider-Reflexes for dodge and counterattack moves. Keep moving, spend a lot of time in the air, and don't get trapped in corners. Most importantly, activate your Black-Suited special rage mode whenever the combo meter is full. When you finally eliminate the last Heavy Warrior...yes, it's boss time.



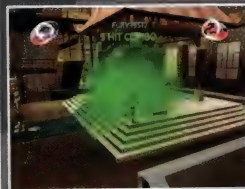
DRAGON TAIL BOSS



The gang boss's health meter now appears in the upper right corner of the screen. He delivers the usual heavy boss-type blows, and blocks your attacks with great frequency. But he adds an evil twist: he can dissolve and reappear elsewhere!

Just when you think you're finally landing a punch, he abruptly dissipates and you swing your fist through green mist.

As always, take advantage of your Super Attack rage mode. You must activate rage and press the attack *whenever* it is available. It is the surest way to land a consistent string of hits and build combos. In between episodes, fight more cautiously and defensively, using Spider-Reflexes to dodge and then punch the Fast Attack button for a quick counter.



When the boss finally drops, you've successfully completed the gang story missions for the Order of the Dragon Tail. Then thanks you and promises to keep the statues in a very safe place.



The Apocalypse gang is one of the cruellest and most violent in the city. These sociopaths have shown an alarming tendency to intimidate, attack, abduct, and abuse ordinary citizens going about their business. In this series of missions, Spider-Man must thwart the gang's attempt to terrorize and control the city by attacking the subway system and the power grid.

Apocalypse Missions

PART 1: THE CATCH OF THE DAY

Mission Enemies

Apocalypse Light Soldier



Action Checklist



Keep the Apocalypse punks from lowering their captive into the water.



Defeat all punks.

Bonuses Earned

Crime Fighter Ranking Increased in All Apocalypse Zones

Mission Overview



This first mission of the Apocalypse gang story is about as straightforward and creepy as it gets, and tells you all you need to know about this vicious gang. An innocent citizen has just happened to wander past an Apocalypse meeting. The thugs accuse him of spying, truss him up to a cargo winch, and plan to lower him into the river. Just before control is turned over to you, the punks hit the winch button to lower the line.



Find the mission marker for "The Catch of the Day" west of Greenwich Village on a Hudson River pier.

Hit the Winch Button!

Ignore the Apocalypse members for now. Sprint onto the pier and make a running hop over the three punks and go straight to the winch control box. When you stand next to it, a button icon appears onscreen. Press the button indicated on your controller to reverse the winch. Hurry! The three punks will be on you in seconds.



Defeat All Punks on the Pier

Knock out the first three Apocalypse punks quickly, because more arrive almost immediately. This would be a relatively easy fight if you could hop freely around the area and didn't have the added concern of keeping punks away from the winch controls. But punks keep trying to reach the control box, so you can't stray too far from it.



Some of the punks have handguns. Don't make yourself a stationary target. Keep moving!

If an Apocalypse gang member manages to reach the controls and lower the victim again, you must knock everyone away from the control box and reverse the winch again as quickly as possible before the citizen is submerged in the Hudson. When the last Apocalypse gangster goes down for the count, the mission ends successfully—as long as the winch is in the correct setting, of course, moving the citizen away from the water and toward the pier.

In a quick cutscene, he tells you he was working in the subways when he ran into the Apocalypse punks. As Spidey says, "Punks in the subways? What's this neighborhood coming to?"

Keep swiveling the camera around so you can keep an eye on the winch control box as you fight. From time to time a punk rushes over and tries to lower the winch line again. If that happens, disengage instantly from the fight, turn to face the fool at the box, and yank him to you with a quick punch of your Web button.

Punks can't swim! Knock them in the water for a quick KO.



Mission Enemies

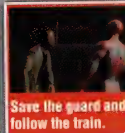
Apocalypse Light Soldier



Apocalypse Heavy Soldier



Action Checklist

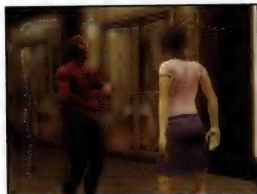


Bonuses Earned

Crime Fighter Ranking Increased in All Apocalypse Zones

Mission Overview

A woman exiting the subway reports that she overheard thugs planning to take over the New York subway system. Hey, don't worry—Spidey's on it. Fire up your Spider-Senses and head downstairs.



Find the mission marker at this subway entrance in the Garment District on the west side of town.

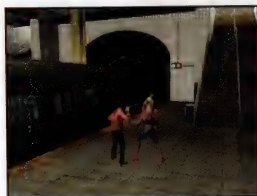


Follow the Footprints

Your Spider-Sense reveals yellow footprints heading down four flights of stairs to the entry plaza. Follow them as they veer left and through the turnstiles. Continue down the next set of stairs and follow the prints left again, descending to the train platform.



Approach the two young people on the platform. They exclaim over guys they saw running down the tunnel. This triggers a short cutscene where Spider-Man hops atop the next subway train and rides it down the tracks.



Find the Punk Hideout

As Spidey hops off the train, watch the cinematic to see which fork leads to the Apocalypse punks down the track, then follow that fork. Defeat the three punks and continue down the tracks to the stairs and exit on the left.



When he steps up to the exit doorway, Spidey says, "I must be getting close: there's music." Watch the quick cinematic to see the path to the punk hideout. Then go through the doorway, hop down to the next level, take the only exit (it's on the right) and follow the corridor to the blue-sparking broken cables. Turn left and climb up to the platform with the red light. (You can hear the punk music getting louder.) Turn right and head down the passage to the Apocalypse hideout.



Defeat the Thugs

You walk into a pack of punks. It's a wild melee, but keep moving and swinging. Fight until you scour the room completely free of scum. Several punks shoot at you from high platforms on either side of the room. Just jump straight up and pop your Web button quickly to yank each one to you off the platform.



Free the Hostages

Three hostages are bound in this room. Walk up to each one and press the button displayed on the screen to untie him. But be ready when you free the last one. You see a quick cinematic of another hostage, a subway conductor, bound out on the subway tracks!



Save the Conductor



When control returns to you, immediately sprint through the door directly in front of you, hit your Jump button, and try to land in the middle of the tracks where the conductor is tied up. Hurry to him if you miss the jump—a train is almost on top of you both! The moment you see the onscreen button icon, press the button indicated to free the conductor

and escape the oncoming subway train. Whew! He tells you the Apocalypse gang hijacked the Express.

Follow the Express to the Next Station

Swing or run down the tracks to the next station platform. There you'll find the motley crew that hijacked the Express. Your final task is to eliminate them, but it's a tough one. The Apocalypse thugs are accompanied by a powerful Heavy Soldier wielding a stop sign as a weapon. When you finally defeat them all, your mission is finished.



PART 3: POWER GRID

Mission Enemies

Apocalypse Light Soldier



Apocalypse Heavy Soldier



Action Checklist



Follow the police cruiser to the roadblock and assist in subduing punks.



Join cops in pursuit and stop the fleeing van.



Get to the power station and switch off the generator.



Dispose of the bomb safely.



Beat the Apocalypse heavies and gang boss.

Apocalypse Boss

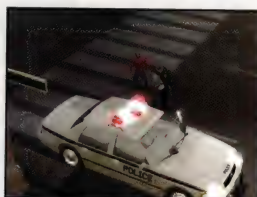


Bonuses Earned

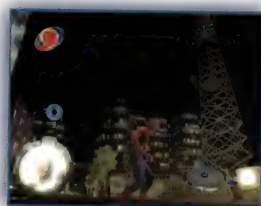
Crime Fighter Ranking Increased in All Apocalypse Zones

Mission Overview

The mission starts next to the west side power station. An NYPD officer reports that the Apocalypse gang is making a move to blow up the station, causing a city-wide blackout. Who knows what punkish perfidy they'll unleash then? But suddenly the officer gets a dispatcher call: "The Apocalypse gang's on the move. Suspect vehicle stopped. Shots fired." Time to move!



Find the "Power Grid" mission marker on the street next to the power station, not far from the Hudson River on the west side of town.



In the first chase sequence, hop atop the police cruiser before it starts moving and just ride to the shootout.

Follow the Cop to the Apocalypse Shootout

The cop leads you to the shootout in the Garment District. It's easy enough to swing along behind his police cruiser. But it's easier still to quickly hop on top of the cruiser *before* he pulls away. Then you simply ride the cruiser to the scene without fear that he'll lose you.



Join the Police Pursuit

Ride the cruiser to the next location. (If you missed the jump, just web-swing along behind the cruiser.) The cop leads you right into a car chase, joining in pursuit of another white delivery van. Swing ahead and land on the van. Punch out the passenger who emerges, then step forward on the van to trigger the cineractive Test of Strength and use the button press series (tapping two buttons alternately) to disable the van's engine. Knock out the driver when he emerges.



Once the second van is halted, an NYPD officer informs you that a third van is headed for the power station. "We'll never get there in time!" he says. Looks like it's time for a Spidey solo.

Swing to the Power Station

Now follow the yellow marker back to the west side power station. When you get close you trigger a cinematic in which the Apocalypse van smashes through the gate and crashes into a transformer, shooting electrical juice through the van. Spidey arrives, but he can't pluck the bomb from the van because of the powerful voltage!



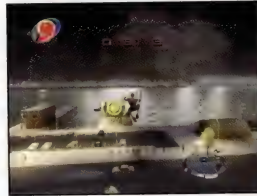
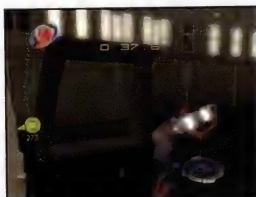
Turn Off the Generator Juice

The bomb timer now appears onscreen. The two Apocalypse gangsters who leaped from the van lurk at the scene, but you don't have time to mess with them. You must power down the generator so you can nab that ticking bomb. Immediately toggle on your Spider-Senses and sprint for the four switch boxes glowing yellow around the power station.

Hurry to each switch box and press the controller button indicated onscreen to switch power off. Keep toggling your Spider-Senses back on when they deactivate so you can quickly pinpoint all four of the switches without wasting any time searching around. Time is very tight! Sprint from box to box.



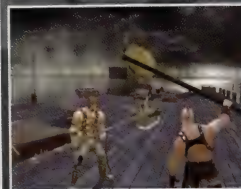
Once the power is shut off, sprint over to the van and nab the bomb. As Spidey explains, there's no time to disarm it. A new yellow marker appears onscreen, so turn and follow it west. Web-swing as fast as you can until you fly over the security fence, then hold down the Jump button and release to make a big leap across the street to the pier.



If you reach the end of the pier in time, Spidey chucks the bomb out into the water, where it explodes harmlessly. But then he turns to face one last Apocalyptic threat: a squad of punks and the Apocalypse gang boss.



APOCALYPSE GANG BOSS



The gang boss's health meter now appears in the upper right corner of the screen. The best strategy here is to avoid the powerful leader (the guy with the big axe) until you've eliminated the two Light Soldiers (first) and two Heavy Soldiers (next).



Focus your attacks on one foe at a time to eliminate them more quickly, reducing the Apocalypse numbers advantage. As in any fight against multiple opponents, the fewer enemies on the scene, the less you have to spread your attention and the less chance you'll take hits from guys sneaking up or just overwhelming you with blows from all angles. If things get

hairly, jump atop the shed or over the fence into the water. No punks will follow to either location.

Jump high and use web to pull a foe out of the pack and up to you, then pummel him with air attacks. Jump attacks are good too; hop up and strike as you descend. When only the boss remains, keep hopping and waiting for openings. He blocks well with his axe, and he's quicker than he looks. Don't forget to take advantage of your Spider-Reflexes and Super Attacks!

When the boss finally drops, you've successfully completed the story missions for the Apocalypse gang.

Arsenic Candy Missions

Arsenic Candy is the ultimate "girls gone wild" gang. These over-privileged, spoiled princesses are terrorizing the upper crust of the Upper East Side. In this mission sequence, the gang is planning a wedding from hell with an as-yet unwary bridegroom. Spider-Man has to put a halt to their lethal rampage.

▶ Find the mission marker for the first Arsenic Candy story mission on the corner of this rooftop on the Upper East Side, just a couple of blocks east of Central Park.



WALKTHROUGH

360/PS3

95

03
ARSENIC CANDY MISSIONS

PART 1: SHOP TIL YOU DROP

Mission Enemies

Arsenic Candy Light



Arsenic Candy Princess



Bonuses Earned

Crime Fighter Ranking Increased in All Arsenic Candy Zones

Action Checklist



Stop the clothing store robbery.



Investigate the fashion show at the La Puente Theater.



Defeat the Arsenic Candy girls.



Save the hostages from the falling chandelier.

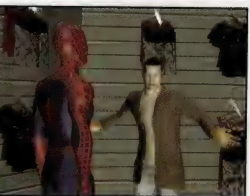
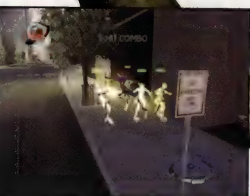
Mission Overview

Our story begins with a robbery. A pack of wild girls ransacks a finer Upper East Side clothing store. (It's a shame, because they're having a great sale: "All Spider Silk Underwear 50 Percent Off!") They terrorize the store owner, but without harming him because "Priscilla likes you." Who's Priscilla? We'll find out soon enough. The three girls watching for cops out front find Spider-Man instead.



Stop the Store Robbery

The first wave of girls is fairly easy to dispatch with basic attacks. Soon the other girls exit the store and join the fight. Just keep moving and using space. Be patient and try different combos and aerial moves. After you defeat the robbers, watch as the store owner thanks Spidey. He says other girls got away, heading to an abandoned theater for "some kind of fashion show."



Find the Abandoned Theater

Follow the Chase meter down the street until you find the marquee of the old La Puente Theater, its walls plastered with signs that say "Under New Management." Enter and watch the Arsenic Candy fashion show being held for a captive audience.



Protect the Hostages

As Spider-Man enters, green health meters appear over each of the three hostages tied to chairs. This means, of course, that you must protect them or fail the mission. Once you arrive, the Arsenic Candy Light girls start attacking the helpless captives as well as Spider-Man. Yank attackers away from the hostages with web moves. Girls will also toss teddy bear grenades at you. Yes, that's right... *teddy bear grenades*.



Hop onto the balcony and Web Yank girls up one at a time, pummeling each one with air attacks. This way you avoid getting trapped and overwhelmed in the wild melee below.



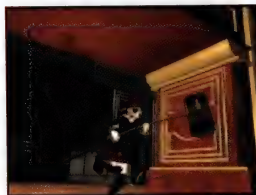
Here you face your first black-clad, hammer-wielding Princess, the tougher variant of Arsenic Candy gang girl. They are *extremely* agile and tough to hit, especially with basic attacks. But they're vulnerable to jump attacks and grab moves. A good move is the Grab Aerial Throw: grab and toss her up, jump up too, and pummel her good in the air.



Use Strong attacks and Missile Drop moves against the Arsenic Candy Princesses.

Block the Chandelier Three Times!

A cutscene plays when the last Candy falls. Spider-Man approaches the hostages to free them when suddenly another Princess rushes onto the theater balcony and smashes the chandelier loose with her hammer. The scene quickly shifts to become cineractive: Spider-Man must time his blows to knock back the chandelier.



The key is to charge on your attack. The moment that control returns to you, hold down the Fast Attack button (the one shown onscreen) then release just as the swinging chandelier is about to slam into Spider-Man and the hostages. (The word "Now!" appears onscreen when the time is right.) You must repeat this three times. Spider-Man's charged blows knock the chandelier back twice, then shatter it into harmless shards on the third punch.



Spider-Man quickly frees the three captives. The woman explains that she knows where the Arsenic Candy gang is making their teddy bear grenades; she works at the factory. This gives you the destination for the next mission in this story sequence.



PART 2: BEAR NECESSITY

Mission Enemies

Arsenic Candy Lights



Arsenic Candy Princess

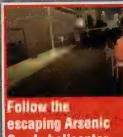


Action Checklist

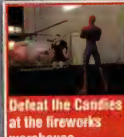
Stop the theft at the teddy bear factory.



Follow the escaping Arsenic Candy helicopter.



Defeat the Candies at the fireworks warehouse.



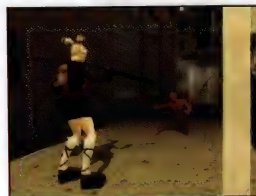
Rescue the two civilians trapped inside the burning warehouse.



Bonuses Earned

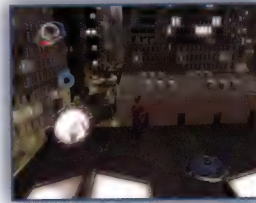
Crime Fighter Ranking Increased in All Arsenic Candy Zones

Mission Overview



Based on what he learned in the previous mission, Spider-Man makes a visit to the teddy bear factory in Lenox Hill, near the Queensboro Bridge. There he finds Arsenic Candy girls loading boxes of teddy bears onto a helicopter for transport to the place where they're to be filled with explosives.

Find the mission marker on this rooftop in the Lenox Hill district on the east side, not far from the Queensboro Bridge.



Break Up the Teddy Bear Heist

The teddy bear grenades come flying at you now. Keep moving to avoid being an easy target, and take out the Arsenic Candy girls on the street. After the fight, Spidey automatically enters the warehouse to see gang girls loading up boxes of bears.

The girls spot him, and the melee is on. Stay nimble—you face many attackers at once here. As you fight, you learn that the teddies are slated to be "killer party favors for Priscilla's wedding." Who's this Priscilla? When the fight's over, watch as two girls escape and take off in the red helicopter you saw tethered out front. As they leave, they say, "We gotta meet up at the warehouse."



Follow the Escaping Helicopter to Roosevelt Island

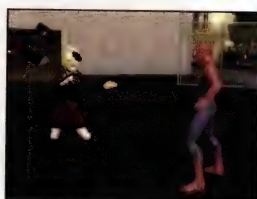


Run outside and start web-swinging after the helicopter. Here's a situation where you have to stay at a nice middling distance; you can't get too close or too far from the chase target. Spidey lets you know either way, so listen for cues from him. Follow the chopper across the Queensboro Bridge to Roosevelt Island.



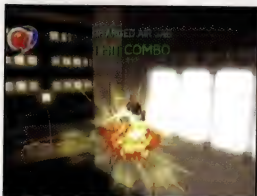
One way to stay even with the helicopter without being seen is to swing across the East River underneath the Queensboro Bridge.

to reach the island, you see a cutscene where the helicopter lands at a burning fireworks warehouse—the place where the girls have been stuffing teddy bears full of explosives. An Arsenic Candy Princess says, “Priscilla wants this place burned to the ground. Don’t leave any evidence.” (Who the heck is Priscilla?) But people are trapped inside! When Spider-Man confronts her, she suggests you must make a choice between fighting Candies or saving the people inside.



Defeat the Candies at the Fireworks Factory

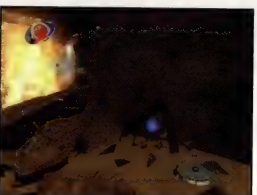
Actually, however, you have no choice. You cannot enter the fireworks warehouse until you defeat all of the Arsenic Candy girls. Don’t worry, you don’t have a time limit here. Take your time and fight the good fight. When you win, head inside the nearby warehouse doors.



Watch out for the chopper blades!

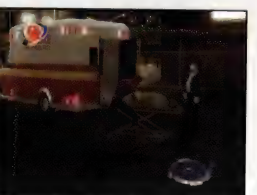
Rescue the First Trapped Worker

It’s an inferno inside. Flames are bad enough, but watch out for exploding barrels of fireworks too. Two workers are trapped in here by debris. You can rescue them in any order. The nearest one is to the left as you enter the doors. Activate your Spider-Senses to spot him lying on the floor against the wall, behind some high shelves and flames. (You can see both workers by using Spider-Sense, glowing in yellow.)



When in doubt about what to do or where to go next, always give your Spider-Sense a try. Activate it and look around for yellow or red glowing objects.

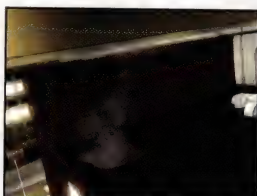
Hop over the fiery shelves to find the man pinned by a fallen beam. When you approach him a button icon appears. Press that button to trigger a Test of Strength, then tap the two-button sequence indicated onscreen to lift the debris off the man. Then pick up the man, hop back over the shelf (or go carefully around it), and take the man out to the waiting paramedic.



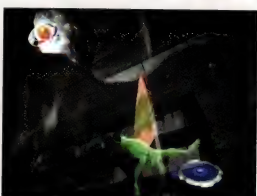
Remember, you can rescue the two warehouse workers in either order. Whoever you rescue second must be carried out via the alternate route as described in this walkthrough.

Rescue the Second Trapped Worker

Now go back inside and use your Spider-Senses to find the second worker, a woman trapped in a small first-floor office in the back left corner of the warehouse. The office door is jammed shut by a huge chunk of debris; once again use the button-press sequence shown onscreen to move the debris. Then punch through the door and pick up the woman. This triggers a cinematic which shows parts of the warehouse collapsing. You can’t get out the front door now! You must find another way out.



The cinematic also shows the exit you seek—a hole in the roof. Exit the office carrying the woman, activate your Spider-Senses again, and head left. You’ll see an up-arrow glowing red in the back corner of the warehouse.



Work your way toward the arrow and look up. You see a hole above you in the first-floor ceiling. Hop up through it onto the second floor.

Now activate your Spider-Senses again to spot a glowing yellow hole across the room on the second floor ceiling. (We enhanced it in our screenshot.) Work your way carefully to that hole and jump up through it. Success!



This triggers a final cinematic in which Spider-Man delivers the woman to the paramedic stretcher, mentioning the bad feeling he’s getting about this Arsenic Candy wedding he keeps hearing about.

Mission Enemies

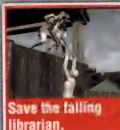
Arsenic Candy Light



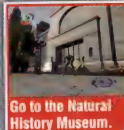
Arsenic Candy Princess



Action Checklist



Save the falling librarian.



Go to the Natural History Museum.



Investigate the ring theft.



Protect the dinosaur skeletons.

Bonuses Earned

Crime Fighter Ranking Increased in All Arsenic Candy Zones

Mission Overview

This is a Black-Suited Spider-Man mission. Spidey spots a pair of the Arsenic Candy crew dangling an old librarian from the clock tower at Columbia University. Wow...looks like they're going to *drop* him. Then the camera pulls back to where Spidey watches from his rooftop.

- Find the "Jurassic Heist" mission marker on this roof in the Morningside Heights campus of Columbia University on the upper west side of town.



Now a yellow health meter appears onscreen. This measures the "health" of the museum's dinosaur skeletons. Several Arsenic Candy girls lurk in the lobby. Ignore them and head *immediately* upstairs to the dinosaur skeleton exhibit.



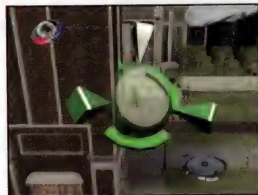
Save the Dinosaurs

This is straightforward. Knock out the missile-firing Arsenic Candy Princesses who are blowing up skeletons. Two gunners are posted up on the balconies; several other Princesses are on the main floor, along with plenty of Arsenic Candy Light girls. Stairs in the corners lead up to the balconies, but a much quicker way to engage the balcony gunners is to jump straight up in front of each one and pop your Web button to yank her off the balcony. Or you can just power-jump right up to her.



Swing to Save the Librarian

This is a timing move, and it will most likely take you a few tries to nail it. The librarian is marked by a green icon as he falls from the clock tower. The idea is to sprint forward, take a little hop over the ledge, then pull your Swing trigger to shoot a web at the tower and swing right at the falling librarian, catching him as you arc past the tower. If it sounds tricky...well, it is. But it can be done. Hey, you might just nab him in your first try.



The grateful fellow tells Spider-Man that the "insane" girls came to the library looking for antique wedding rings. When he told them the rings were on loan to the Natural History Museum, they just—*snapped!*



Note the Teddy Roosevelt exhibitions in the side rooms. The president is famous for many things, such as the fact that the "teddy bear" derives its name from him.

The original teddy bears were not fluffy grenades, however.

Investigate the Ring Heist

This area has two side rooms. One has a statue of Teddy Roosevelt on a horse, but nothing else of interest. But the opposite room is where the antique ring theft is happening. And if you enter, you trigger a cutscene where a Princess blasts a dinosaur skeleton. Eliminate the Candies in the ring room, then hustle back out to pick off new Princess gunners on the balconies.



Go to the Natural History Museum

Follow the yellow marker down the street along Central Park to the museum and go inside to trigger a quick cinematic. You see an Arsenic Candy Princess smash open a glass case holding the antique rings; you also see a heinous rocket attack on the head of a dinosaur skeleton.



The mission ends with a cinematic of Spider-Man picking up a wedding invitation from the floor next to the shattered ring case. The wedding is for "Miss Priscilla." Anybody know who that is? The ceremony is at the Immaculate Lady Church. Sounds like Spidey has a wedding to crash.



Mission Enemies

Arsenic Candy Light



Arsenic Candy Princess



Action Checklist



Disrupt Priscilla's wedding.



Protect the reluctant groom.



Defeat all of the Arsenic Candy girls.



Defeat Priscilla, the Arsenic Candy boss.



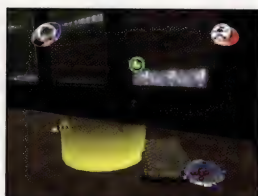
Find the "Bridezilla" mission marker on the ledge of this Upper East Side high-rise, about a block east of Central Park.

Mission Overview

Spider-Man spies the Immaculate Lady Church (what a great name!), a magnificent but abandoned cathedral on the Upper East Side. Inside, he finds a ceremony in progress. Priscilla, the Arsenic Candy boss, is about to wed, for better or for worse, the clothing store owner we met in *Part 1: Shop Til You Drop*. When Spidey intervenes, Priscilla calls the whole thing off—but orders the men killed.

Move the Groom to Safety

Now you basically fight like there's no tomorrow. The groom gets a green health meter, meaning your job is to protect him. Unfortunately, dozens of mixed Arsenic Candy troops begin to swarm your position. Soon Spidey realizes that the spot is too hot, and decides to move his charge to a new place in the church. Press the button indicated onscreen to pick up the groom, then follow the yellow marker to the glowing yellow circle.



Keep fighting girl swarms and protecting the poor fellow. After a while you'll have to move the groom across the church again to a less frenzied spot. As before, pick him up and follow the yellow marker to the new yellow circle. Fight on. Eventually you have to move the groom one last time. But this time the new safe spot is upstairs on the balcony.



Note the red health pickup in the middle of the center aisle of the church later in the fight. Don't use it until your health is very low, because it fully restores your health meter.

This is the last groom movement. Now keep fighting until you eliminate all of the Arsenic Candy minions. Be sure to use the Black-Suited Spider-Man's powerful rage mode when it's available. Knock foes over the balcony to the main floor below. When the last Candy girl drops, it's time to face Priscilla, the big boss of the storyline.



Note: If you don't get a cutscene where Spidey finally unties the groom and he runs off, that means more Arsenic Candy minions are left somewhere in the church. You may have to go hunt them down; however, don't leave the groom unattended for long!



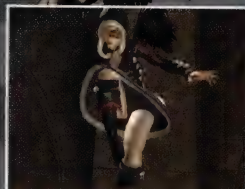
BOSS: PRISCILLA

Priscilla's health meter now appears in the upper right corner of the screen. She's lightning quick, and her innocent-looking umbrella is not only a deadly weapon but a tough shield. You'll have a tough time landing standard punches and kicks on her. But Priscilla is vulnerable to jump attacks. Leap up high and hold down your Fast Attack button to charge up, then as you drop unleash a Charged Jab or Pummel.

Priscilla likes to float up into the air and hurl a hail of explosive teddy bears, especially when her health meter is getting low. She parries off web shots well, so when Priscilla rises to begin her bear bombardment, use your Spider-Senses to spot her. (She likes to hover in the transept, the side areas off of the main aisle.) Then run directly underneath her and make a charged leap. As you pass her going up or coming back down, punch your Grab button to seize her, then slam her down.

It's imperative to take advantage of the rare times you land blows. When you get Priscilla reeling from a good combo, press the advantage hard. Hurricane is a particularly effective attack. Important: Use rage mode whenever it is available. And don't forget to take advantage of your Spider-Reflexes and Super Attacks!

By the way, during the fight against this Bridezilla, Spidey delivers one of our favorite lines in the game: "You'll make a great psycho ex."



When Priscilla finally drops, you've successfully completed the story missions for the Arsenic Candy gang.



CITY EVENTS

This city never sleeps. As Spider-Man swings through town, day or night, he suddenly encounters crime-fighting opportunities unrelated to any of the stories told in the game. These standalone missions challenge Spidey to be a worthy superhero and keep the streets clean.

Bank Robberies (Order of the Dragon Tail)

These four Bank Robbery missions pit Spider-Man against the Order of the Dragon Tail gang.

The Order of the Dragon Tail needs a lot of cash to finance their illegal activities. In these missions they go on a robbery rampage, knocking over banks and armored cars in a series of increasingly brazen assaults.



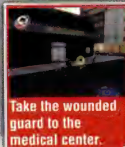
MISSION: WOUNDED

Mission Enemies

Dragon Tail Light



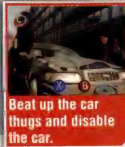
Action Checklist



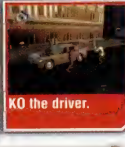
Take the wounded guard to the medical center.



Chase down the Dragon Tail car and hop aboard.



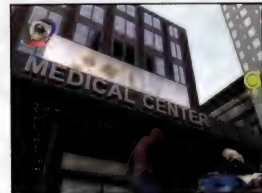
Beat up the car thugs and disable the car.



KO the driver.

Mission Overview

Dragon Tail thugs rob a bank. While escaping with the loot, they attack a security guard. Now he needs medical assistance, fast. Pick up the guard and follow the yellow marker to the hospital. Then hunt down the robbers. Use the yellow marker to track down their moving car, then swing or jump on top of it. Beat up the three thugs who crawl out to attack. When all three are knocked off the vehicle, press your Fast Attack button to move forward and trigger a Test of Strength. Tap the buttons shown to disable the car, then KO the driver to complete the mission.



MISSION: PURSUIT

Mission Enemies

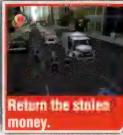
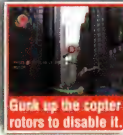
Vehicle: Helicopter



Dragon Tail Light



Action Checklist



Mission Overview

In Gramercy Park, two armored car guards report that Dragon Tail gangsters robbed them and are escaping in a helicopter. Suddenly the bird roars past, flying low. Swing after it, getting up high right away. The trick is to get *above* the helicopter as it flies low through the skyscraper canyons, so that Spider-Man can shoot webbing down into its spinning blades to gunk up the rotors.

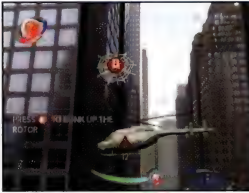


Stay close ... but not *too* close! If the helicopter gets too far ahead of Spider-Man, it escapes and you fail the mission. But if Spidey swings into the spinning helicopter blades, he gets knocked to the ground in a nasty fall that drains health significantly.

Keep swinging along above the craft, shooting web at the copter blades until its rotor mechanism starts smoking. Stay on its tail! Even though the craft is going down, it can still lose you if you let it get too far away. Eventually the disabled helicopter crashes into the East River. Before it does, however, the thugs inside manage to bail out onto the pier. Defeat them all, then follow the yellow marker meter to the cash. Retrieve it and follow another marker meter back to the armored car crew to return the money.

The helicopter flies between buildings that are tall enough to let you swing easily above the craft. But remember to hold down the Swing button longer in order to swing higher.

Once Spider-Man is above the helicopter and close enough, the Web button icon appears onscreen. Immediately hit the Web button on your controller to automatically aim and fire webbing down into the helicopter rotors.



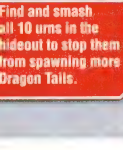
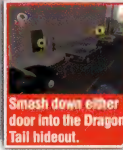
MISSION: HIDEOUT

Mission Enemies

Dragon Tail Light



Action Checklist



Mission Overview

In Midtown East, Spider-Man happens upon an Order of the Dragon Tail hideout. Punch through either one of the two entry doors. Enter to find some thugs and, worse, some magic urns that spawn *more* thugs. Smash all ten urns to stop the spawning before you fight; use Spider-Sense to locate them easily. (Some are up on high walkways.) After the urns are destroyed, KO all Dragon Tail soldiers in the place to complete the mission.



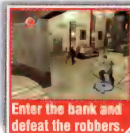
MISSION: UNSTABLE

Mission Enemies

Dragon Tail Light



Action Checklist



Enter the bank and defeat the robbers.



Open the safe to rescue people locked inside.



Defuse the big bomb in the safe.



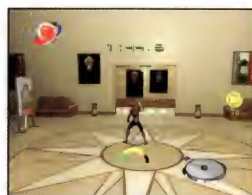
Find the two other bombs and carry them out to the bomb squad for disarming.

Mission Overview

Enter the bank and defeat the two Dragon Tail bank robbers. Hop over the teller counter and hurry through the door into the back room. Approach the safe in the back right corner and complete the Test of Strength, tapping the two buttons displayed to rip open the safe door and release hostages.



Solve the puzzle layers to defuse the bomb in the safe. Then use Spider-Sense to find the other two bombs (both in the back office, one behind the desk) and carry each one out to the bomb squad; just exit the bank and follow the Chase meter. Be careful though! If you go too fast, they explode. Monitor the onscreen Jostle meter, a half arc onscreen. If it fills all the way up, the bomb explodes! So if the meter starts edging into the red zone, slow to a walk...or just stop completely for a couple of seconds.



Once you deliver the second bomb to the bomb squad for disarming, the mission is a success. Good job!

The Crime Spree Missions (Apocalypse Territory)

The three Crime Spree missions are all triggered within the lower west-side turf of the Apocalypse gang.

These three missions take place in the city's western districts, the home territory of the violent Apocalypse gang. When triggered, each mission opens with the wailing of police sirens. Follow the cruisers to the scene of the crime and work from there.



When you hear sirens, immediately check your radar to look for yellow blips. These indicate the emergency vehicles. Use the radar to track police cars if you lose sight.



MISSION: JAIL BREAK

Mission Enemies

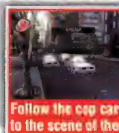
Apocalypse Light Soldier



Apocalypse Heavy Soldier



Action Checklist



Follow the cop cars to the scene of the manhunt.



Use the Chase meter to track down escaped Apocalypse thugs in four locations.



Find and defeat the last fugitives in the subway.

Mission Overview

As Spider-Man follows the police cruisers with search helicopters hovering overhead, he'll eventually note that it looks like a manhunt, and a Chase meter (the "hot/cold" locator) appears onscreen. Move so that the spider icon slides all the way to the right on the meter. Use your radar and Spider-Senses in conjunction with the Chase meter to track down foes.



Listen to Spider-Man's commentary. He lets you know when you're getting too far off the track by saying, "I don't sense any thugs over here. I'd better try somewhere else."

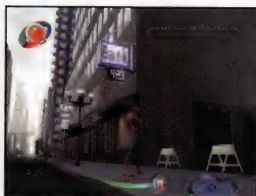
You find the first thug running alone down the street, right out in the open. The next group (a trio including a brutal Apocalypse Heavy Soldier) shoots down from a roof behind a big "Ad Space Available" billboard. The third group is several blocks away, down the alley next to the Saving the World Comics store; two cops will enter the fray and open fire as you fight these thugs. These cops brief you on the situation: Apocalypse thugs just broke out of jail and are on the lam.



When the Chase meter tells you you're getting "hot," look for red blips (enemies) on your radar in the lower right. Also use your Spider-Sense to see through walls and find thugs hidden in alleys or on rooftops.



The next fugitive is trying to get into his mom's apartment several blocks away. Turn down the alley blocked by two striped barricades next to the Bank. Go to the garage door at the end and jump or crawl onto the roof above it. You'll find a thug just up to the left, banging on a window and calling, "Come on, Ma, let me in!" Hop up and KO the goon.



The Chase meter now leads you to a subway entrance, and they yellow marker appears. Follow it downstairs to the subway platform, where one last desperate crew of four Apocalypse thugs exchanges gunfire with police. Wipe them out to end the mission. You learn that the leader escaped into the subway tunnels.



MISSION: WITNESS

Mission Enemies

Apocalypse Soldier



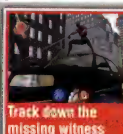
Apocalypse Heavy Soldier



Action Checklist



Follow the police to the New Age Store.



Track down the missing witness and disable his car.



Protect the witness from attacking thugs.



Carry the witness back to the New Age store.

Mission Overview

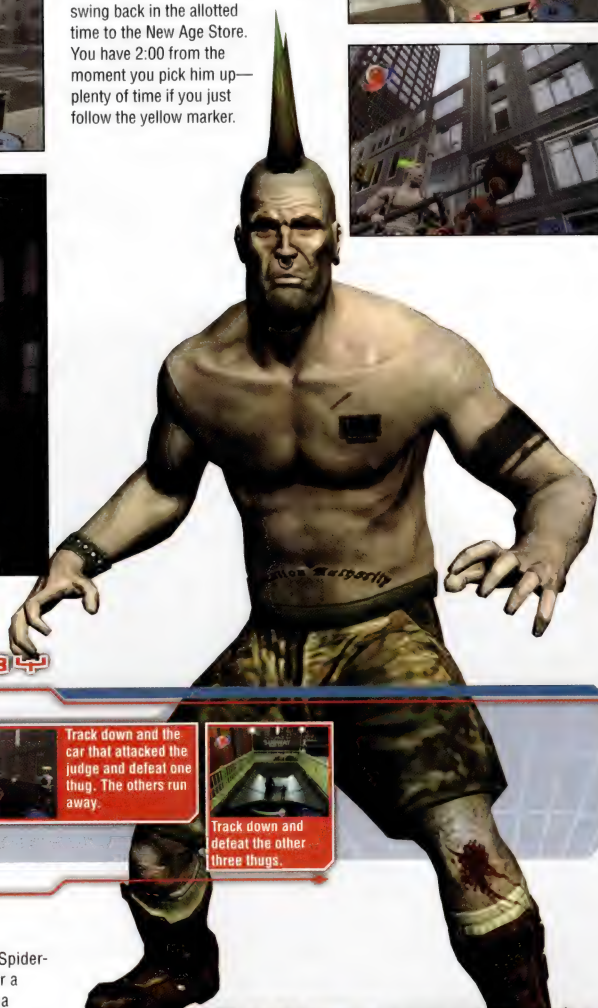
Follow the police cruiser to the New Age Store, where other emergency vehicles have already arrived. Inside you find a murder scene and learn that the Apocalypse gang whacked a potential witness scheduled to testify against them. Another witness has disappeared.



Exit and use the Chase meter to track the missing witness in his car. When you get close, Spidey says, "I need to focus on my Spider-Sense; it's trying to tell me something." Activate Spider-Sense to spot the witness's car glowing yellow. Jump onto the car and trigger a Test of Strength, then tap the buttons shown to disable the vehicle.



Protect the witness as two comrades of the Apocalypse gang members arrive to attack and eliminate the witness. After you wipe out these eight thugs, one more wave arrives on foot—four light Soldiers and a nasty Heavy Soldier swinging a stop sign. Knock them out too, then pick up the witness and swing back in the allotted time to the New Age Store. You have 2:00 from the moment you pick him up—plenty of time if you just follow the yellow marker.



MISSION: DRIVE-BY

Mission Enemies

Apocalypse Light Soldier



Action Checklist

Carry the wounded judge to the hospital before the timer runs out.

Track down and the car that attacked the judge and defeat one thug. The others run away.

Track down and defeat the other three thugs.

Mission Overview

Traveling through Chinatown, Spider-Man suddenly says, "Wow, my Spider-Sense is buzzing like crazy!" Follow the yellow blip on radar to trigger a cinematic: as a man leaves the Courthouse, he is nearly blown up by a



bomb planted in his car. Then thugs open fire in a drive-by shooting. They shout, "That's a message from the Hammer to you, judge," and speed off. Ignore them for now and pick up the judge. Follow the yellow marker to the hospital in the allotted time of 60 seconds.

Now use the Chase meter (the "hot/cold" meter) to track down the Apocalypse gang car. You find it collided with a truck; the gang members are beating up the poor truck driver. A health meter is above the driver. Don't let it drop to zero!

Protecting the driver turns out to be easy however; the minute you defeat just one thug, the other three flee in different directions. Use your Chase meter, radar, and/or Spider-Sense to track down all three Apocalypse thugs (who run off to hide in separate alleys) and defeat them to win the mission.



The Pretty Theft Missions

The two Pretty Theft missions are all triggered within the Upper East Side turf of the Arsenic Candy gang.

These two missions take place in the city's Upper East Side, the upscale home turf of the lethal Arsenic Candy gang.



MISSION: PRIVATE EXHIBIT

Mission Enemies

Arsenic Candy Light



Arsenic Candy Princess



Action Checklist



Follow the police car to the Art Gallery to learn of the art theft.



Find the hidden room in the Arsenic Candy hideout.



Bring the gallery owner to examine the stolen loot.



Protect the owner from arriving gang members.

Mission Overview

Follow the police cruiser to the sidewalk in front of the Art Gallery and listen as the owner upbraids the "constabulary" over the rise in neighborhood crime since the Arsenic Candy gang took over. He's absolutely sure the gang stole one of his paintings. Use the Chase meter to find the Arsenic Candy hideout; enter and defeat the five girls hanging out inside.

Shortly after you return, a wave of Arsenic Candy girls (including a tough, hammer-wielding Princess) arrives and attacks both Spider-Man and the gallery owner. Protect the owner; don't let his health meter drop to zero! After you defeat the first wave, a second wave of gangsters rushes in from outside. Defeat the second wave of girls and you win the mission.



Activate Spider-Sense to find the glowing bookshelf, then open it and enter the secret room full of stolen art. Now follow the yellow marker back to the Art Gallery, pick up the gallery owner, and bring him back to the stolen art room.



Mission Enemies

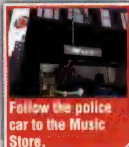
Arsenic Candy Light



Arsenic Candy Princess



Action Checklist



Track down the four cliques of Arsenic Candy girls and retrieve the six stolen audio equipment items.

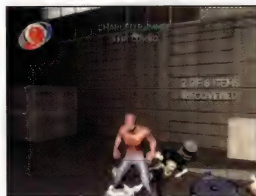


Return the stolen goods to the Music Store.

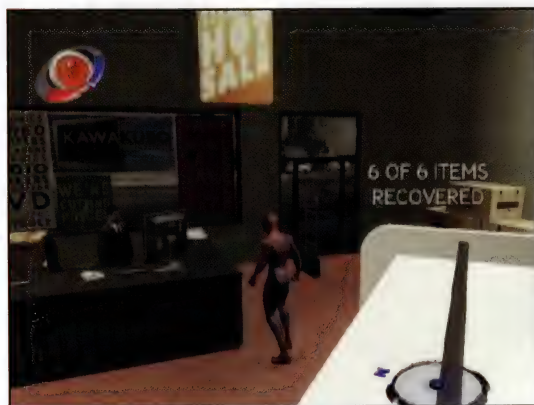
Mission Overview

Follow the police cruiser to the Music Store on the Upper East Side. Enter the shop to learn that Arsenic Candy gangsters just ripped off a bunch of expensive audio equipment. Exit and use the Chase meter to track down the gangsters. Several Candy "cliques" divided the loot and split up after the robbery.

The first clique is in an alley just one block up the street from the Music Store. Defeat the three girls, including one Princess. Then activate your Spider-Sense to locate the two stolen audio components in this first lair. (You have to smash up some boxes to reach them, but that's always fun.) The second clique's lair is a few blocks north in an enclosed alley; you must climb over buildings to reach it. (Use your Spider-Sense to spot the girls through the buildings.) Defeat the foursome and find two more stolen items here. Now you have four of the six stolen items.



The third clique's alley lair is across the district line to the north in the El Barrio neighborhood, just east of the small park. This trio of Arsenic Candy girls has only one stolen component. Retrieve it and track down the fourth clique just half a block up the street to the northeast to find the sixth and final stolen item. Now follow the yellow marker back to the Music Store to return the stolen goods.



Voluntary Missions

A couple of bonus missions give you additional fun and challenge without affecting your Crimefighting Index.

WALKTHROUGH
XBOX/PS3

107

04
VOLUNTARY MISSIONS



MISSION: STAKE OUT

Mission Enemies

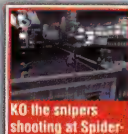
Light Mercenary



Heavy Mercenary



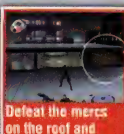
Action Checklist



KO the snipers shooting at Spider-Man.



Look through their telescope to see mercenaries invade an office suite.



Defeat the mercs on the roof and enter the office suite.



Defeat the mercs and free the executive.

Mission Overview



When you arrive, swing up onto the roof and knock out the mercs up there, then drop through the broken skylight. Defeat all of the mercs in the office. They have powerful guns, so Web Yank your foes in close for melee combat. Try maneuvering close-by attackers between you and shooters across the room so they shield you from gunfire. When you defeat all mercs, untie the executive and receive his somewhat qualified thanks.



Snipers suddenly open fire on Spider-Man from the roof of a nearby building. Climb up and defeat them, then use the telescope they have set up. In a cutscene, you see a squad of mercenaries invade an office suite in a building several blocks away. Hurry! You have just 30 seconds to get there.



DAILY BUGLE ASSIGNMENTS: THE PHOTO MISSIONS

At times throughout the game, Spider-Man can enter the *Daily Bugle* via the roof entrance and, as Peter Parker, pick up freelance photo assignments from Robbie Robertson, the *Bugle's* editor in chief.

MISSION: BEAUTY CONTEST

Mission Enemies

Arsenic Candy Light



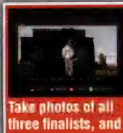
Arsenic Candy Princess



Action Checklist



Go to the Beauty pageant.



Take photos of all three finalists, and then the winner.



Get a photo of the fight that breaks out, then defeat the combatants.



Return the photos to Robbie at the *Daily Bugle*.

Mission Overview

Some former Arsenic girls are putting on a charity fashion show: the "Miss No-to-Gangs New York" competition. Robbie wants photos for the Lifestyle section. Follow the yellow marker to the fashion show in the park. From where Peter stands, get a good photo of each competitor as she reaches the end of the catwalk and strikes a pose with umbrella raised. Then get a photo of the winner, Lucretia, as she takes her victory stroll down the catwalk.

When one of the losers objects and a fight breaks out, get a good shot of that action, too. Then KO the rampaging Arsenic Candy girls and head back to the *Daily Bugle* with the pics.



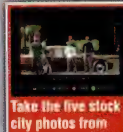
MISSION: CITY TOUR

Mission Enemies

Apocalypse Light Soldier



Action Checklist



Take the five stock city photos from the list Robbie gives you.



Defeat the Apocalypse thugs that attack tourists in Times Square.



Take the photos back to Robbie at the *Daily Bugle*.

Mission Overview

Robbie gives you a list of stock photos he wants taken of city scenes. Follow the yellow marker from location to location, taking the pictures that Peter reads off from the list. In general, center the photos well. Try to get the front side and faces of your subjects and all the required elements into the photograph.

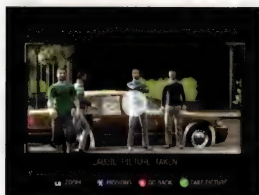


Cops hanging out in front of the Police Station.

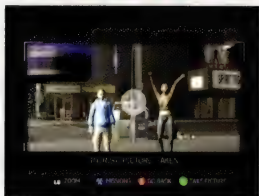
A car accident ("bad traffic")—two cars and two angry drivers.



Two cab drivers by the U.N. building.



Another accident—a car that hit a fire hydrant in Central Park South.



Two tourists in Times Square.



Just after you snap this last photo, two carloads of Apocalypse thugs suddenly pull up and start terrorizing tourists. Take them out and then take the photos back to Robbie.

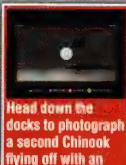


MISSION: GANG EXO

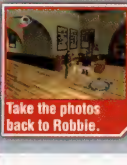
Action Checklist



Go to the docks and get a photo of the hovering Chinook and exo-suit.



Head down the docks to photograph a second Chinook flying off with an exo-suit.



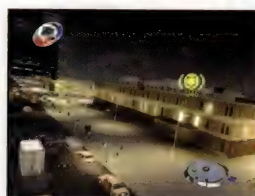
Take the photos back to Robbie.

Mission Overview

There's a big heist in progress down at the docks—apparently, some high-tech combat suits are being stolen, and Robbie wants photos. Follow the yellow marker to the Hudson River docks to find a hovering Chinook ready to haul off a big combat mech called an "exo-suit"; it hangs on a cargo hook underneath the helicopter. Note that you must get both the Chinook and the exo-suit in the photo. So you can't be too close. A shot taken from the sidewalk works fine.



After you get the first shot another yellow marker appears. Follow it down the dockside street, swinging to a second Chinook and exo-suit about to fly off. When you get within 300 meters, get ready to move fast. Before the 200 meter mark, you trigger the helicopter's departure; it heads south, away from you. Hurry! If you take too long, you'll miss the second shot. Swing right up onto the roof of the big dockside building and hustle to the far (south) edge.



(You can also just swing past the building and shoot from the ground, but rests on the next pier might block your view of the exo-suit beneath the helicopter.)



Immediately activate your camera and hold down your Spider-Reflexes button to slow down the helicopter's flight. Then center your camera and get a good shot of the copter and its cargo. You'll probably get a nice silhouette of the Statue of Liberty in the background, too! When you get the second shot, head back to the Daily Bugle and deliver the photos to Robbie.

MISSION: EXOBITION

Mission Enemies

Dragon Tail Light



Exo-Suit



Action Checklist



Head across the Queensboro Bridge to Lighthouse Park at the northern tip of Roosevelt Island.



Take a good photo (worth at least 250 points) of the Dragon Tail gangsters and the two active exo-suits.



Defeat the Dragon Tails and the two active exo-suits.



Return the photos to Robbie at the Daily Bugle.

Mission Overview

Robbie says the *Bugle* just got a tip on those combat exo-suits. The Order of the Dragon Tail has a bunch of them over on Roosevelt Island in the lighthouse park. Follow the Chase meter across the Queensboro Bridge. A brief cinematic plays, showing Chinooks dropping off two active exo-suits in the park at the northern tip of the island; one gives a demo of its power by blasting a stack of crates. When the cinematic ends, you are atop a building overlooking the park.



Take a photo that includes gangsters and exo-suits; it must score at least 250 points.



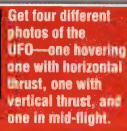
Then defeat the Dragon Tails and the two active exo-suits. The big mechs aren't as tough to beat as they look, as long as you fight smart. Focus on eliminating the Dragon Tail soldiers first, but try to keep the exo-suits in your view as much as possible so you can dodge when they fire at you—and don't pass up opportunities to get in a few combo

hits on the back side of a moving exo-suit if you pass it while chasing down Dragon Tails.

After the Dragon Tails all fall, stay behind the exo-suits to keep up your melee attacks. Stay up in the air as much as possible to avoid their trampling move. Remember, at range they fire ordinance at you, but you can dodge it easily enough, as long as you see it coming and use your Spider-Reflexes. When the fight's over, head back to Robbie at the *Daily Bugle*.



Action Checklist



Mission Overview

Robbie has reports of a UFO over the city. Follow the yellow marker to the first location and take shots of the blue, darting craft. You need four different shots; as soon as you get all four you can head back to Robbie. Keep taking shots and chasing the UFO from location to location.

At the last destination, climb to the very top of the high-rise's spire for a panoramic and unobstructed view, making it easier to track the UFO's quick, jerky movements.

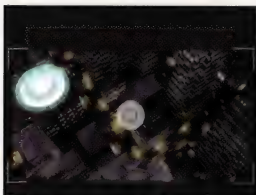


Here's another photo mission where your Spider-Reflexes are immensely helpful. The UFO darts very quickly, but Spider-Reflexes slow it down quite a bit.

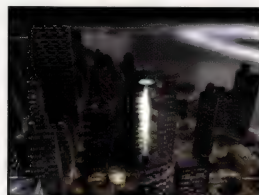


The four shots you need are as follows:

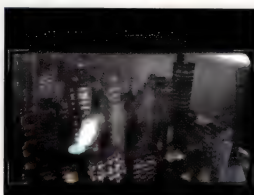
Take a shot of the craft just hovering (a "force field disengaged" or "unlocked" photo).



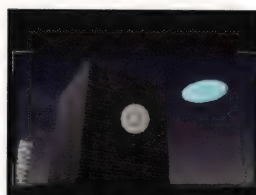
Take a shot of the craft thrusting vertically (a "vertical jet" photo).



Take a shot of the craft thrusting horizontally (a "side jet" photo).



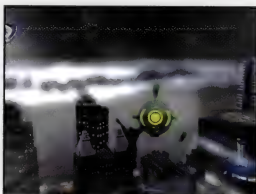
Take a shot of the craft in mid-flight.



MISSION: STUNTMAN

Mission Overview

Find the photo opportunity areas that are marked on rooftops for Spider-Man to stand on. Don't lose the helicopter but take care not to get too close to it or Spider-Man can get injured from the helicopter blades. When landing on each marked area, the helicopter will stop for a few moments while the Stuntman performs some acrobatic moves. Take aim through the camera and snap your photos during this time.



During the third photo opportunity, make sure to zoom the camera lens close to the stuntman's performance to get the ideal shot. After taking all the photos of the stuntman, the helicopter will run into some trouble. Keep up with the helicopter and notice after a few moments the stuntman will fall to his peril. Dive after the stuntman and make sure to use Spider-Reflex at it will slow down time and allow Spider-Man to better catch and rescue the helpless Stuntman.



SPECIAL ACTIVITIES: RACE, TOURS, & MORE

The Story Missions and City Events would be game enough for any serious gamer, but *Spider-Man 3* isn't content to stop there. Various other activities and mini-missions not only offer gameplay challenges but also further the *Spider-Man 3* story of Peter Parker, MJ, Harry, Eddie Brock, and the mysterious interloper from a space rock.

The Mary Jane Rides

We mention these first because although they aren't "missions" in the classic sense, Spider-Man's web-swinging rides for Mary Jane are important to the advancement of the story. That's why you find their map markers under "Missions" when you scroll through selections on the City Map.

For example, when you complete "Mary Jane Thrill Ride: Mission 1" you trigger a cinematic of Peter and MJ discussing Harry; then you see Harry in his father's secret lab. That's all we'll tell you for now. Beat the thrill rides and see the rest.



There's a grand total of four MJ rides in the game, including the darkly amusing "Mary Jane Scare Ride" where Peter Parker is under the influence of the alien symbiote as the Black-Suited Spider-Man.

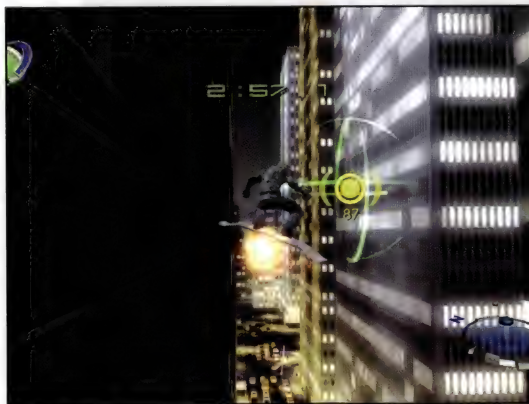
The Brock Beatdown

Here's a mini-mission that develops the story by illustrating the growing rivalry between Eddie Brock and Peter Parker/Spider-Man. It's a simple test—find the nine cameras Brock has hidden around an alley. But the cinematic interaction before and after the mission deepens the plot.



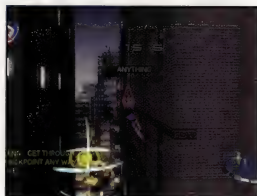
New Goblin Races

You get 15 amazingly cool opportunities to zip through the city on Harry Osborn's amazing Sky-Stick. Each race features unique challenges and airspeed to burn.



Spider-Man Races

When your web-sling timing is well honed, Spidey can *really* get moving fast. But can you add in trick moves and other spidery maneuvers along the way? Guide Spider-Man through these tough challenges. Some call for pure speed, others for height, still others demand trick moves like pole-swinging and wall-walking. A total of 48 races test your skills: 10 Easy, 20 Medium, & 18 Hard Trick Races.



Bomb Tours

Love defusing lethal bombs? Hey, who doesn't. It's a relaxing occupation that brings peaceful enjoyment to one's life. *Spider-Man 3* gives a series of increasingly difficult tours that send you scurrying around the city to disarm increasingly more powerful and complex bombs that threaten to disrupt the tranquil, slow-paced lifestyle of typical urban New Yorkers. Or maybe that's another city. In any case, here's your chance to practice and hone your bomb squad skills. There could be a future in it for you. I hear the benefits are outstanding.



Combat Tours

If pure fighting's your thing, here's where you go: the combat tours. Each of the major street gangs offers you increasingly difficult combat challenges. You start with an "Easy" tour, then graduate to "Medium" and then "Hard" tours. The Order of the Dragon Tail and Apocalypse gangs each give you three tours, while the Arsenic Candy girls offer four street combat scenarios.



Sky Diving Missions

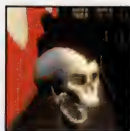
Okay, Spider-Man is not one of those *flying* superheroes. But hey, nobody *falls* quite as gracefully as Spidey. These skydiving missions drop Spider-Man from great height and challenge you to guide his fall through air hoops and then land on targets below. It's fun to fall when you know you can break your screaming plunge with a quick flick of the web-shooting wrist.



Token Collection

What good is a "free exploration universe" without cool stuff to collect? No good at all, in our opinion. And being the great game it is, *Spider-Man 3* comes through big time with not one, not two, not three, not four, not five, but *six* different types of tokens you can collect from places in the city. Some are stashed high, some are stashed low—all are tucked into inconspicuous spots but not unfairly hidden.

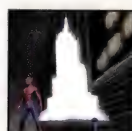
Check out the foldout included with this guide to get a complete, detailed layout of where the tokens are hidden throughout the city. Here's a quick reference list for you to see how each token looks in the game.



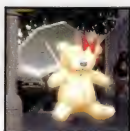
APOCALYPSE TOKEN



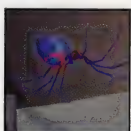
ORDER OF THE DRAGON
TAIL TOKEN



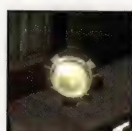
SKYSCRAPER TOKEN



ARSENIC CANDY TOKEN



SECRET TOKEN



SUBWAY TOKEN

A GUIDE TO WEB-SLINGING

Introduction

Welcome to *Spider-Man 3*, where you take on the role (and the powers) of Peter Parker, everyone's favorite neighborhood superhero.

Through 24 storyline missions, you must confront many of Spidey's deadliest foes, from Sandman and Venom, to Morbius and Shriek, as well as many lesser troublemakers in the city.

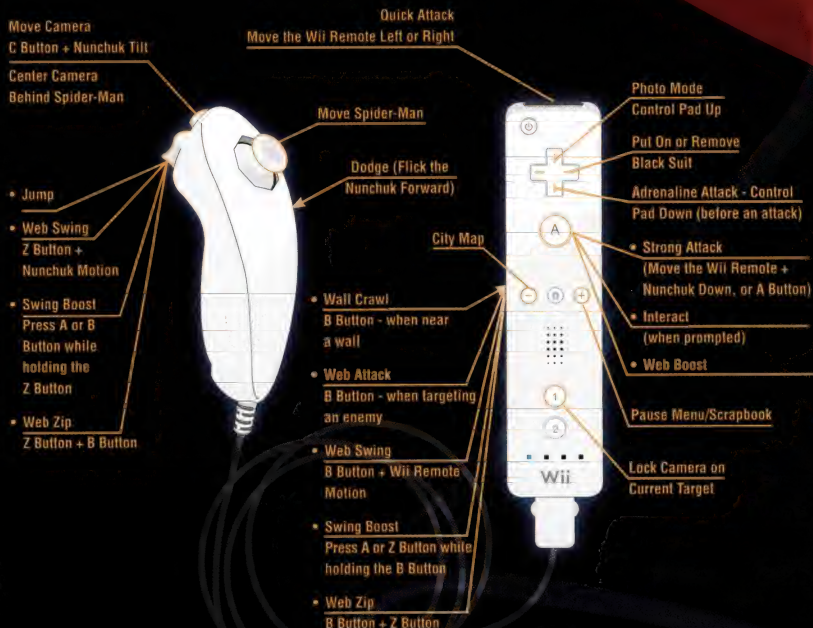
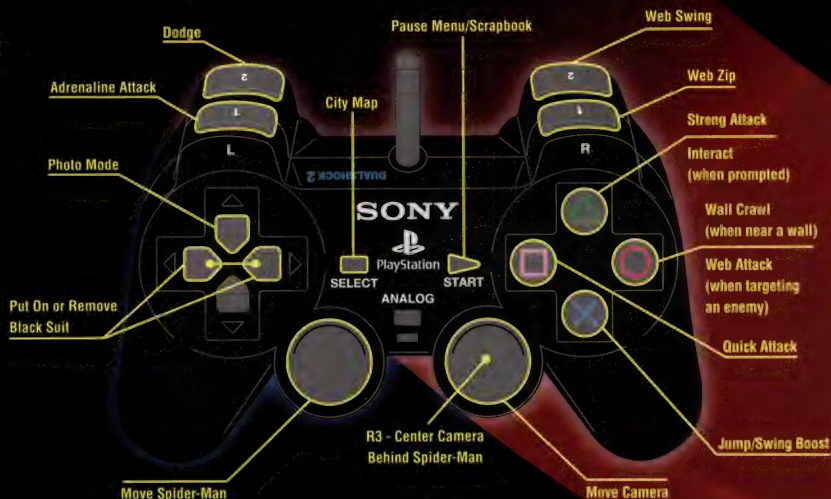
All of Spider-Man's super powers are at your disposal, from his staggering agility and speed, to his Spider-Sense and strength, wall crawling, and of course, webbing!

This guide takes you through every section of the game, from free roaming around the city (where you can collect items tucked away), to completing all the main missions, and an overview of the extra activities in the city, including crime fighting with Crime Patrol and City Alert mini-missions, or taking some time out for pure web swinging in the Trick Races.

Controls

Ground zero in *Spider-Man 3* begins with learning to control Spidey. The controls to manage Spidey's numerous moves are varied, but they're introduced slowly over the course of the main missions in the game, and the first several missions act as a live tutorial, teaching you how to use each of Spidey's abilities in turn.

Depending on which console you are playing on, the actual buttons (and overall control scheme) is a bit different, but the actual in-game functions are identical. In all cases during the walkthrough, commands are referred to by the action they perform, not the button pressed. The only notable difference being web slinging, which uses the actual remote movement on the Wii, instead of a button press on the PlayStation 2.



Spidey's Powers

All of Spider-Man's powers are available for your use, and mastery of each guarantees your success, no matter what part of the game you are in.

Agility

Perhaps the most important of all Spidey's powers is his incredible agility, surpassing that of an Olympic acrobat. Using Spidey's agility aggressively allows you to both avoid damage from any enemy in the game, and get into the right place to attack safely.

Movement

Spidey's basic movement is quick, faster than many opponents, and simply moving around the battlefield to herd groups of enemies is the most basic tactical tool at your disposal.



Jumping

Spidey's super strength allows him to jump great distances into the air. Holding the jump button allows you to charge up Spider-Man's jump, even while moving. Holding a jump while standing still charges up a powerful vertical leap, high enough to scale even tall buildings.

Jumping during combat is *extremely* effective for avoiding enemy attacks, as well as quickly gaining distance from any opponent, distance you can use to re-engage on your own terms. Normal gang thugs can't do anything to Spidey while he's airborne, and even most bosses cannot mount any serious offense.



Dodging

Dodging (in conjunction with Spidey's Spider-Sense) allows you to avoid sudden damaging enemy attacks, even shots from guns, thrown explosives, or crushing melee blows.

Dodging is also tremendously powerful because of its canceling effects; it is possible to dodge out of an enemy combo, and dodge after getting hit hard enough to knock Spidey down. Timed properly, dodges can be used to maintain a constant offense, as no single enemy attack can keep Spidey knocked down for more than a split second.

Defensively, dodging out of a combo attack can save Spidey from considerable damage, and guarantee that no more than a single hit of damage is ever taken from any enemy attack.



Strength

Spidey's superhuman physique also grants him strength far beyond that of a normal human, empowering his attacks with heavy damage, and allowing him to lift hundreds of pounds over his head.

Offense

Spidey's strength comes to bear in the basic combo attacks at your disposal. Even a short weak to strong attack combo can knock out many basic gang thugs, and even the toughest foes reel beneath the onslaught of a full strength combo attack.

Initially, Spidey's combos and their strength are limited, but as you fill out the Experience Web, you gain access to longer combo attacks, and a more varied list of attacks.

Health and Endurance

Spider-Man's physique is also enhanced, as he can take far more punishment than a normal human. This is represented in two ways in the game; the first is simply Spidey's health bar. Spider-Man can absorb a lot of damage from punches, even attacks from guns or explosives, or stranger forms of damage, mental or physical. Scattered across the Experience Web are upgrades that increase the length of Spidey's health bar, allowing you to take even more damage from enemies.

The second is Spidey's inherent resistance to damage, represented by his *endurance*. This is shown as an orange bar that overlays the health bar as Spidey is injured. Essentially, as you take damage from any source, the health lost but still shown as orange on the health bar automatically regenerates, if you don't take more damage while the health bar refills.



Combining Spidey's agility with his Endurance allows you to quickly retreat from a hectic melee combat, regenerate health, and then re-engage, nearly fully restored.

There are also Health pickups scattered throughout the game. Picking one up completely restores Spidey's health bar. They're found throughout the main story missions (generally around or after tough fights or bosses), and can also be gained (occasionally) from simply defeating common thugs of any sort.

There is one other handy way to restore health while swinging around the city—find an ambulance on the city streets, they all have Health pickups on their roofs!

Spider-Sense



Spider-Man's natural senses are far more sensitive than those of a normal human, and this manifests itself as an instinctive reaction to any danger, warning him well in advance of the actual attack, giving time to make use of his agility and avoid it completely.

In game, the Spider-Sense is represented by an audible warning sound, and a faint blue aura around Spidey's head. When you see and hear this warning, tap the Dodge button, or quickly jump or move away to avoid the incoming attack. Many enemy attacks are telegraphed via Spider-Sense, including most projectile attacks, and many strong slow attacks from larger enemies.

Webbing

Spider-Man's web slinging abilities are legendary, and they are all at your disposal.

You can use Spidey's webbing for transportation and combat. Web swing through the city, stick enemies to delay them, or use your web to lasso enemies to toss or attack them.

Web Swinging

The joy of freely swinging around the city is no harder than tapping the Web Swing button (or waving the Wii Remote). Spidey automatically leaps into the air if he's grounded, attaches a web to the nearest solid object, and begins a swing. While in the air, as long as you hold a swing, you remain attached to whatever Spidey webbed onto—usually a building, sometimes a tree. Indoors, most often it's the ceiling.

Spidey's web swinging takes a bit of practice to get used to, as his webs actually attach to the nearest large object, which may not be at a perfect even height with your current swing.

At a basic level, this requires you to make some slight adjustments to Spidey's course while swinging, which is easy enough to maintain a generally straight swinging path. However, you can actually take advantage of this to either perform sharp turns, or launch Spidey high into the sky.

While swinging, if Spidey attaches to an object far off to the left or right of the straight line you were pursuing, follow the movement to begin a very sharp left or right swing. Done around a corner (typically at a street intersection), this allows you to launch Spidey in a sharp 90 degree turn.

On the other hand, if you gain height while swinging, it's possible to deliberately allow Spidey to fall a good distance, keeping a nice straight even surface on his left or right to attach to (or a ceiling, if you happen to be in a very large open area). Using the speed gained from the drop allows you to perform a fast, sharp swing. If you Swing Boost at the

Releasing the webline reaches the apex of a swing launches him forward, and you can then begin another swing, sending Spidey flying through the air with amazing speed.

Swing Boost

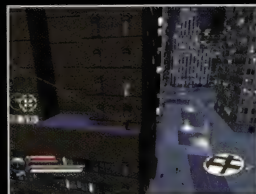
As fast as Spider-Man swings, you can swing even faster by making use of the Swing Boost button. Pressing and holding it causes Spidey to kick out his legs during a swing. If you time the release of the Swing Boost to just *before* you release a swing, Spidey is launched with even greater speed. By timing the release, you launch Spidey forward, or upward—way, way upward. For a bit of an extra nudge upward, instantly use Spidey's Web Zip after completing the Swing Boost.

Use Swing Boosts to quickly travel from point to point in the city, or to gain a great deal of height to reach the top of a building easily.

Later in the game, when you unlock some of Spidey's acrobatic moves, you can perform multiple jumps after releasing a web swing, causing Spidey to flip and spin in mid-air, extending the distance he travels.

Web Zip

There's one last move in Spidey's web arsenal, and that's the Web Zip. When used while swinging or jumping, the Web Zip sends out a straight line and yanks Spidey forward quickly a short distance. When used while climbing, it sends out a line and yanks Spider-Man in whatever direction he's facing—up, down, or any direction in between.



The Web Zip is handy for moving Spidey quickly and accurately over short distances. This is often useful during the main storyline missions, where the overall area you must cover is often smaller than that you travel when simply swinging around the city.

While climbing, the Web Zip is fantastic for moving Spidey much more quickly than he can crawl. By swinging into a large building and tapping the Web Zip button, you can then Web Zip in any direction along the surface of the building, and Spider-Man is fast enough to crawl quickly around the edges of buildings after a Web Zip.

middle or end of the swing it launches Spidey either forward or upward with great speed.

Swinging through the city at speed requires a certain rhythm, and the only way to get that rhythm is practice. Experiment with Spidey's web swinging, you can perform some very impressive feats as you gain experience with the physics and behavior of Spidey's weblines.

One last point. While Spider-Man's Web Zip is a great move for quickly moving in small spaces, and superb for quickly wall climbing, it is *not* a great move for maintaining great speed through the city. The loss of momentum from using a Web Zip in the middle of a smooth series of web swings can drain a lot of speed from a run. Generally, this isn't an issue if you're just swinging from one place to another, but during timed segments in missions, or during Trick Races, keep it in mind.

The Web Zip is useful in cases where you simply can't attach to an object at the right height to maintain a good swinging arc. With practice, you can recognize these situations and use a Web Zip to quickly move Spidey forward to attach to a different object.

Webbing in Combat

Using Spidey's webs in combat takes several different forms. Tap the webbing button to send a Web Splat at a foe, temporarily disorienting and distracting them. This is useful when dealing with crowds of foes, as it lets you tie up enemies you don't want to fight at a distance, while you deal with a smaller number of enemies up close.

You can also lasso enemies (and even yank away shields) by holding the webbing button. After grabbing a foe in this manner, you can then swing them around, pull them in for a punch, or slam them into the ground, depending on what upgrades for the webbing you have unlocked on the Experience Web.



In general, the web lasso moves are more difficult to incorporate into a successful attack pattern, as they leave Spidey vulnerable to other enemies while concentrating on a single target.



It is also possible to web enemies from the air, pulling Spidey down to them (which attack he does depends on which upgrades you've unlocked for this move, but the basic one is simply pressing Quick Attack while in the air above an enemy).

This move is very useful, as it lets you engage enemies on the ground swiftly and accurately, particularly handy during Crime Patrols in the city where you are swinging rapidly towards a

group of enemies on a time limit. Webbing them to engage from the air lets you swing at very high speed and then engage (with a free hit or two) immediately, putting Spidey in a perfect position to engage a whole group of enemies.

Wall Crawling

Naturally, Spider-Man can crawl on walls (or ceilings) with ease. Basic wall crawling is fairly simple—just approach or jump into a wall and tap the webbing button to attach to the wall.

If you do this while swinging at high speed, Spidey actually contacts the surface and runs along it for a short distance, before dropping into a crawl. If you go around a corner (generally the edge of a building) while running in this manner, he'll swing around the edge quickly. If you contact the side of a building while wall swinging and don't continue with another swing, Spidey starts a controlled slide down the side of the building, which you can steer slightly.

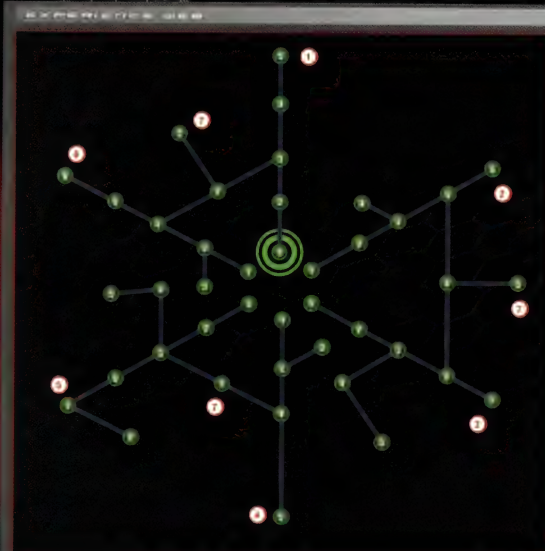


Wall crawling on its own is a rather slow means of travel compared with web swinging or running, but it is handy in situations where you either must reach something on a wall, or want to get away from enemies on the ground.

While crawling, use the Web Zip to move swiftly in any direction. Aiming straight up the side of a wall while crawling and holding the Web Zip button causes Spidey to constantly send webs that allow him to rapidly pull himself upwards. Use them to scale the side of skyscrapers with great speed.

Once you unlock the wall jump upgrades, Spider-Man can jump up the sides of buildings. Mix in crawling every few jumps to prevent Spidey from backflipping off the side (if you continue to tap jump while wall jumping, Spidey ends the jump sequence by flipping off the wall—but if you tap crawl before the last jump, he'll attach to the wall instead). Combine the Web Zip and Wall Jump abilities to quickly scale the sides of buildings.

The Experience Web



Strands

- | | |
|---------------|----------------------|
| 1 Melee | 5 Acrobatics |
| 2 Mounts | 6 Air Attacks |
| 3 Web Attacks | 7 Adrenaline Attacks |
| 4 Vaults | |

Upgrades

- | | |
|-------------------------|---------------------------|
| Melee | Acrobatics |
| 1-1 1-Hit Combo | 5-1 Double Jump |
| 1-2 4-Hit Combo | 5-2 Wall Jump |
| 1-3 1-Hit Combo | 5-3 Super Fly Spidey |
| 1-4 Knockback Power | 5-4 Higher Charged Jump |
| 1-5 6-Hit Combo | 5-5 Highest Charged Jump |
| Mounts | 5-6 The Spinneret |
| 2-1 Web Mount | 5-7 Fireball Headgun |
| 2-2 Mounted Smash Power | 5-8 Speed Upgrade |
| 2-3 Mounted Jab Power | Air Attacks |
| 2-4 Health Upgrade | 6-1 Uppercut |
| 2-5 Mounted Web Cannon | 6-2 Live Bomb |
| 2-6 Health Upgrade | 6-3 Health Upgrade |
| Web Attacks | 6-4 Earth Breaker |
| 3-1 Web Yank | 6-5 Uppercut Power |
| 3-2 Web Rodeo | 6-6 Health Upgrade |
| 3-3 Web Hammer | Adrenaline Attacks |
| 3-4 Stronger Webbing | 7-1 Web Cannon Boost |
| 3-5 Strongest Webbing | 7-2 Spider Smackdown |
| 3-6 Rodeo Duration | 7-3 Smackdown Boost |
| 3-7 Hammer Power | 7-4 Lightning Strikes |
| Vaults | 7-5 Lightning Boost |
| 4-1 Vault | |
| 4-2 Vault Jab | |
| 4-3 Speed Upgrade | |
| 4-4 Vault Smash | |
| 4-5 Vault Webbing | |
| 4-6 Speed Upgrade | |

Spidey begins the game with some of his potential abilities locked, and unavailable for use. Several of these abilities are unlocked simply by completing the first few missions in the game (those that have a large tutorial component), and a few others are unlocked a bit later in the game.

After finishing the first few missions, you gain access to the Experience Web—this tool allows you to spend earned Hero Points to unlock new abilities, power up old ones, and increase Spidey's speed and power.

Most of the upgrades are self-explanatory (eg, increasing Spidey's Health or speed are straightforward), but a few notes are included here.

Earning Experience

To actually earn Hero Points, you must earn experience, and there are three primary means of doing so. The first is simply completing missions, be they main storyline, or mini-missions in the form of Crime Patrols or City Alerts. Successfully completing any mission earns Spidey a bit of experience.

Another is combat—or more specifically, unbroken combo chains in combat. Every time you hit an enemy without being hit in return, one point is added to the combo counter. The longer you go, the more experience you earn when the chain is finally broken. For this reason, learning to use Spidey's ability to avoid incoming attacks is useful both for defense, and for increasing his power over the course of the game. Finally, completing Trick Races located throughout Manhattan provides extra experience as well.



Even if you aren't perfect at dodging attacks, however, you're still going to build combos while fighting, and as a result, all combat eventually results in more Hero Points earned.

The best way to power Spidey up is tackling the repeatable Crime Patrol and City Alert micro-missions, as they can be done in just a few minutes, and provide rapid experience gain. If you find yourself having trouble during any of the main storyline missions, spend a bit of time doing patrols to earn more Hero Points.

If you want to fully power Spidey up, you need to play through the missions until all of the Experience Web upgrade lines are available, as they cannot be filled in until they are unlocked.

Note that you *can* complete the whole storyline without touching the patrols, it's just easier if Spidey is more powerful during some of the tougher missions.

Upgrade Lines

Melee

The melee strand provides all of Spidey's combo upgrades, granting him an increased number of chained Quick attacks that lead into a different Strong finisher. The second to last upgrade also boosts the power of all of Spidey's attacks, making it a priority to acquire, no matter what parts of the web you focus on.

The Melee tree is also one half of the needed pair to acquire the Spider Smackdown Adrenaline attack, and its upgrade.

Air Attacks

The Air Attacks strand has two highly useful Health upgrades, in addition to its namesake aerial attacks. There is also an upgrade for Spidey's uppercut move, but as this attack has limited utility, you're mostly here for the health and the extra air attacks.

This strand makes up half of the pair leading to the Spider Smackdown Adrenaline attack.

Mounts

The Mount strand has two Health upgrades, making it an important strand if you have problems with Spidey getting knocked out during missions.

However, because so few enemies can be mounted, this tree is mostly useful for the Health upgrades, and one part of the pair leading to the Lightning Strikes Adrenaline attack.

Web Attacks

The Web Attacks tree is filled with upgrades for yanking and swinging foes around with webbing. It also has two webbing strength upgrades that increase the duration of Web Splats.

Raising this tree is largely a matter of personal preference, there are no must-have upgrades, but if you find you use Spidey's webbing frequently during battle, consider investing Hero Points in this strand.

The Web Attacks strand is the other half of the pair leading to the Lightning Strikes attack.

Vaults

The Vaults strand has two vital Speed upgrades that boost Spidey's swinging and wall sprinting speeds, both very important for travel around the city (and getting good times in Trick Races...)

The Vault upgrades themselves are also quite useful, as the Vault is a nice combination melee move—it is defensive, as it functions much like a dodge, and offensive, as you can use it to hit dodging enemies, and damage foes who are otherwise too dangerous to tackle head on (including many bosses).

The Vault strand is also half of the pair leading to the Web Cannon upgrade.

Acrobatics

At a bare minimum, you must get the Wall Jump upgrade from this strand, and at least one of the multiple jump moves is advisable as well. At the very end of this strand, you can acquire a final Speed upgrade, but it is expensive to reach, so you may want to wait until later in the game to acquire it, as the other multiple jump upgrades don't help quite as much as the first.

There are also two upgrades to Spidey's charged jump here, but these are not vital during the main missions (they're more for cool factor and a few Trick Races than anything else, it's kind of fun to launch Spidey high into the air from a standing start).

The Acrobatics strand makes up the second half of the pair for the Web Cannon upgrades.

Adrenaline Attacks

Note that Adrenaline attacks are not a specific web strand that is unlocked, but rather, an in-between strand that connects two other main strands of the web. To unlock the upgrades, you must have the two strands on each side of the Adrenaline Attack you want to purchase unlocked (in addition to all of the upgrades that lead to the attack).

For example, to acquire Lightning Strikes, you must have both the Mounts and Web Attacks strands unlocked, and have upgraded them each to Mounted Web Cannon and Rodeo Duration, respectively.

Each attack has one unlock and one upgrade, except the Web Cannon, which Spidey starts with (though it can still be upgraded once, like the others).

SPIDER SMACKDOWN

The Spider Smackdown is a single target, high damage move. Most useful against bosses, much less useful for groups of weak enemies.

LIGHTNING STRIKES

Lightning Strikes allows you to guide Spidey around on a punching rampage, knocking out whole groups of enemies at once. Ideal for clusters of weak gang members.

WEB CANNON BOOST

The Web Cannon boost provides a simple upgrade in power to the Web Cannon attack. The Web Cannon is a solid move, useful against multiple targets or a single foe, because the webbing attack is either split between all nearby targets, or concentrated on a single foe if there are no extra targets.

Around the city

Beyond the main storyline missions, there are other activities to keep you busy. You can of course, simply go sight-seeing—swinging around the city at high speed is rather fun...

But there is more. All around the city are gang territories. Check your city map, and you can see the current layout of gang activity, and Police resistance to their incursions.

Crime Patrols

To start a Crime Patrol mission, simply pick a target on the map (marking its location while on the city map makes it easy to locate), swing to it, and speak to the informant (if it's a Gang mission), or the police officer (if it's a Police mission). As soon as you do, the Crime Patrol starts. Now all you have to do is follow the onscreen point of interest markers to your target. The exact goals vary each time you perform a Crime Patrol, but they all share common similarities. You generally need to either rescue someone, retrieve something, whack a few thugs, or disarm a bomb. Completing a Crime Patrol pushes back the turf of the gang you performed the patrol in, but gangs periodically acquire new turf as you play the game (indicated by a Crime Wave popup that appears onscreen, and shows on your city map if you check it during a Crime Wave). The Police also perform periodic Police Crackdowns, gaining new territory for the Police.

City Alerts

Similar to Crime Patrols, City Alerts are micro-missions that appear while swinging around the city. A notification pops up onscreen, a sound triggers, and as long as the alert is visible, you can tap the Interact button to begin the City Alert.

City Alerts are essentially one "step" of a Crime Patrol. You may need to rescue someone, defeat a few thugs, or disarm a bomb. As soon as you accomplish the task, you receive the experience reward and you can return to swinging about the city. Because City Alerts are so quick, if you're not in a hurry, they're always worth tackling.



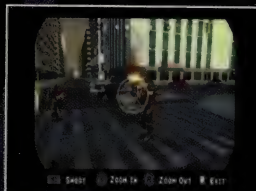
Collectibles

Finally, there are a host of collectible objects to track down. From the beginning of the game, you can find shards of the strange meteorite that carried the Black Suit symbiote. There are exactly 100 of these shards scattered about the city.

In addition, when you finally finish the game (that is, complete all 24 main storyline missions), 50 Spider Emblems appear on the map to be collected.



Note that Meteorite Fragments are purple, glowing, and emit a small hum—you can find them on the *top* of surfaces—usually buildings. Spider Emblems are small pale blue spider symbols that also emit a small hum, and they are usually located on the *sides* of surfaces, generally the side of buildings.



Crime Waves

Every now and then while you are swinging around in the city, a crime wave from one of the gangs triggers—if you check your city map when this alert appears, you get an immediate update on the map showing which gang assaulted what turf. These crime waves change the control of the city over time, even if you don't intervene. Ignore the crime long enough, and parts of the city start looking dark and gloomy, though there aren't any other effects.



Check the fold out map for a guide to the location of every Meteorite Fragment and Spider Emblem. If you're near the location of a collectible and you can't quite spot it, try looking on top or beneath structures in the area.

Using the camera

A smaller subset of the collectibles, after completing the fifth mission in the game, you gain access to Peter's camera. You can snap shots of the various goons around the city to make Jonah happy (or, at least less grumpy). There are 38 total photos. The bulk of the photos are pictures of the various gang member thugs, which are easy enough to capture (just perform Crime Patrol missions in that gangs turf and snap shots).

For the boss pictures however, you *must* take the picture during the missions in which they appear in the main storyline missions. If you miss a boss photo and defeat them for good, you can't get that picture again! Pictures of the Lizard are the same way. Make sure to nab them during the Lizard Mission set or you'll miss your opportunity.



Combat

Combat in Spider-Man 3 is not difficult, but learning to balance Spidey's offense and defense into a successful package takes practice.

Offensively, the basic attack that you use throughout the entire game is a series of Quick attacks followed up by a Strong finisher. How long this chain is depends on the largest combo that you unlock on the Experience Web.



Note that while a longer combo chain gives you the possibility of a more damaging total combo, there are a few caveats: first, you don't want to do excess damage to common thugs. Often, just two or three hits can down the basic fodder goons, and even the larger enemies may take no more than two full combo chains.

The second is that the more time you take to perform a long combo on one enemy, the more time you give for every *other* enemy in the vicinity to attack Spidey.

Because getting hit breaks your combo chain (and thus lowers the amount of experience you can earn, not to mention damaging Spidey), you should always strive to use the shortest combo possible.

When dealing with crowds of enemies, performing short (three, or even two hit) combo chains, then dodging or jumping away and re-engaging from a distance is a very effective strategy, as few opponents have the speed necessary to keep up with Spidey.

Engaging and then getting distance also lets you make use of Spidey's many other offensive moves—Web Splats from a distance, lassoing enemies, performing a Web Mount on a large foe, jumping and coming in for an aerial attack, or simply herding a group of enemies into a clump to unleash a combo that hits multiple foes.

Defensively, the most important points are to watch out for the Spider-Sense alert and use it to immediately dodge or jump away, and to prevent Spidey from getting surrounded.

If you're wading into a pack of baddies with a combo and then leaping away, you're in good shape, but if you're standing in the middle of a ring of five unimpeded enemies, you're asking to get pounded. Jump out and re-engage.

Remember also to take advantage of Spidey's Endurance, by getting out of combat long enough for his health to regenerate. You can do this by swinging away, crawling onto a nearby wall or ceiling, or simply dodging and jumping for the few seconds it takes to heal.

Because common thugs frequently drop Health pickups, health is almost never a concern while doing Crime Patrol or City Alert missions, but during main storyline missions, the Health pickups may be rare or nonexistent, and using Spider-Man's Endurance can help you get through the battles intact.

Black-Suited Spider-Man

Not far into the main storyline missions, you gain access to the power of the Black Suit. It can be put on at will—though removing it is a little more difficult. See Mission 6 for the details on acquiring the suit.

The Black Suit enhances Spider-Man's powers, giving his attacks more damage, and making him more resistant as well.

However, the power comes at a price. As you fight with the suit on, a black aura becomes visible at the edge of the screen, as the suit begins to affect Peter's mind. Ignore the warning and leave the suit on, and Spidey will black out.

To avoid this, you must take the suit off when the warning appears—tap the Black Suit button and then follow the onscreen button presses to remove it.

Once you remove the suit, you cannot put it back on for another 45 seconds. For this reason, during main story missions, save the suit for tough boss fights, or large brawls with many enemies. Using the black suit to attain full rage mode for a boss battle is a simple (yet perfect) strategy that often makes the difference between success and failure.



After acquiring the suit, while you are out and about in the city, you can use it with impunity—there's plenty of time between Crime Patrols or Alerts to recharge the suit, and simply wearing it has no adverse effects (it only becomes dangerous if you use it in battle for an extended period of time).

Adrenaline Attacks

Initially, you can perform the Web Cannon Adrenaline Attack, and later in the game, after unlocking them, you can perform rapid fire punches, or a staggering single hit.

In any case however, Adrenaline attacks are charged by damaging enemies (or being damaged) in battle. Once the Adrenaline meter fills, you can perform a single Adrenaline Attack.

Because Adrenaline takes so long to charge, Adrenaline Attacks aren't really a part of your normal combat routine, and should be saved for *very* large packs of enemies, or tough single foes (read: bosses only). Normal enemies can be defeated easily enough with Spidey's normal moves, there's no need to blow Adrenaline on the regular gang goons.

Crimefighting

Throughout the city, a wave of gang activity has confounded the police, and endangered the well-being of New York's citizens. Spidey can help to contain this menace (and earn some experience in the process!)

There are four gangs in the city, the Apocalypse Gang, the Dragon Tails, the H-Bombers, and the Waste Tribe. In addition, the Police act as a fifth source of Crime Patrol missions for Spidey.

Bring up your city map, and you can see the current location of all gang activity on the map, as well as areas where the Police hold sway, but could use Spidey's help.



THE ROGUE'S GALLERY

Throughout the course of *Spider-Man 3*, Spider-Man must contend with not only super-powered villains in the form of Venom, Morbius, and others, but also a host of more commonplace, but quite numerous threats—four gangs have moved in on New York, and their presence threatens the citizens that Spidey fights so hard to protect day in and day out.



Snapping shots of every villain in the gallery is one of the goals tracked in your Scrapbook. Check the mission notes to see which villains show up during that mission, and be sure to take pictures of the bosses, many of whom you only get one chance to grab.

Super Powered Super Villains

The bigshots, the super villains and others that you face during boss battles, these are the most dangerous threats to Spidey, and often to his loved ones and the city whose streets he's sworn to protect.

Carlyle

A mad bomber with a serious grudge against J. Jonah Jameson, Carlyle isn't really a super villain in terms of his powers, but rather, the threat he presents to the safety of the city. His willingness to bomb targets throughout the city and go after Jonah directly makes him one of Spidey's earliest major foes in the game.

Carlyle fights with the aid of a powerful exo-skeletal suit, capable of flight, armed with rockets, and defended by a force field.



Harry Osborn, aka New Goblin

Not exactly a super villain in the traditional sense either, rather, Harry initially attacks Spidey in a misguided rage over the death of his father. Harry fights with the tools and weaponry of the Green Goblin, including his Sky Stick.



Morbius, the Living Vampire

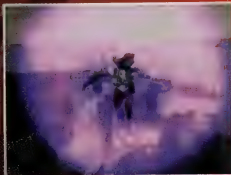
Now he's a straightforward bad guy—a vampire! Except he's really not... Corrupted by the mysterious powers affecting his wife, Shriek, Michael Morbius is (or was) a renowned geneticist before his transformation into a prince of darkness.



Morbius is high-invulnerable at night or in the dark, is capable of limited flight, and has superhuman strength, even in the light.

Shriek

Morbius's wife in the game, Shriek has been infected with the same black substance that makes up Spidey's Black Suit. In addition to the power granted by the infection, Shriek is capable of projecting powerful sonic blasts, and has limited telekinetic and psychic powers as well.



Kraven, the Mighty Hunter

Sergei Kravinoff, a rabid big game hunter, who has always sought out the toughest and most dangerous of prey, has come to the city to hunt down the Lizard, but when Spidey intervenes, he's more than happy to make a trophy out of Spider-Man's head as well!



Kraven fights with the strength of a supremely fit normal human, and the cunning of one of the world's most dangerous hunters, trackers, and trappers. Kraven also possesses a special potion that he can drink to gain immense strength and speed.

Flint Marko was a small-time criminal, until a freak accident transformed his body into living sand. After the transformation, he comes into conflict with Spidey due to his move from small time crime to big time crime and chaos.

Sandman is almost unaffected by Spidey's attacks, and possesses immense strength, as well as the ability to shapeshift into almost any form using the living sand that makes up his body.



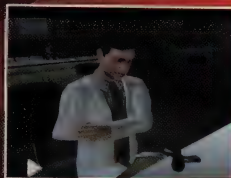
Eddie Brock, aka Venom

Initially an unfriendly rival of Peter Parker at the Daily Bugle, Brock becomes one of Spider-Man's worst foes when Peter frees himself of the Black Suit. The symbiote finds a new and willing host in Eddie Brock, and their combined hatred fuse to create a lethal version of Spider-Man, with all his strengths, and a brutal lethality that is difficult to match.



Curtis Connors, aka Doc Connors, aka The Lizard

A self-inflicted experiment in the art of reptilian regeneration gone horribly wrong, Curt Connors was attempting to restore his lost arm using a regeneration serum, but the results were not what he hoped.



He regained the use of his arm—and transformed into a raving lizard-man hybrid!

During the course of the story, Spidey must foil a plot by the Lizard to infect innocent civilians with the serum, creating an army of lizardmen to terrorize the city.

The Lizardmen

The Lizard's minions, these reptilian foes only show up during the Lizard series of main storyline missions.

Lizard Fodder

The most basic of the lizardmen, Fodder are just that—basic melee grunts, easily taken down by a medium sized combo attack.



Lizard Spitter

Lizard Spitters can attack from a distance with a glob of vile liquid. This attack triggers Spidey's Spider-Sense, and can be dodged with ease. Up close, they lack durability, and are easily dispatched.



Lizard Dodger

Lizard Dodgers are agile but weak foes who can confound Spidey's efforts to take them down. Vaulting over them, or webbing them at a distance or in the air are quick routes to victory.



Lizard Bruiser

The behemoth Lizard Bruisers are giant foes that take quite a pounding to down. You can make use of Spidey's Web Mount moves on these giant thugs. On the ground, Spidey's Spider-Sense triggers from their slow but damaging attacks, so be ready to dodge or jump out of the way. Keep Vault Attacks in mind as well, as they are helpful when fighting Bruisers.



Gang Goons

The normal human gang members may not be quite as impressive as Morbius, the Living Vampire, or Kraven, hunter extraordinaire, but they make up for their lack of individual talent with sheer numbers.

You encounter gang members from all of the various gangs during the storyline missions, but most of your contact with them occurs during the random Crime Patrols around the city. They do make nice combo targets...

Note that several gang member types have a normal and "advanced" version of the same type. The advanced versions fight in the same manner, but take a bit more damage to defeat, and deal more damage to Spidey as well.

The Apocalypse Gang

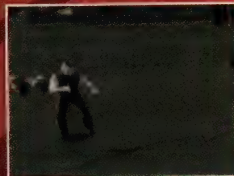
Apocalypse Grenadier, Advanced Grenadier

These ranged foes attack with explosive Molotov cocktails. Be wary of their burning residue, and dodge the attacks when Spider-Man's Spider-Sense gives a warning. Up close, they pose little threat, and are easily knocked out.



Apocalypse Kamikaze, Advanced Kamikaze

The basic melee footsoldiers of the Apocalypse gang, the Kamikazes make up the bulk of their troops, and are easily handled up close and personal with melee combos.



Apocalypse Bruiser, Advanced Bruiser

The Apocalypse gang's massive thugs, the largest and strongest of the gang members act as huge foes who present tempting Web Mount targets. Get on top of them and pound them into submission! Watch for Spider-Sense alerts when they swing their slow blows at Spidey.



The H-Bombers Gang

H-Bomber Fodder, Advanced Fodder

The very first foes you encounter in *Spider-Man 3*, these basic foot soldiers pose little threat to Spidey. A basic combo chain up close drops them flat on their back, their only strength is showing up in large numbers to surround Spidey and land a few lucky hits.



H-Bomber Knight, Advanced Knight

The H-Bomber Knights use shields to defend themselves from Spidey's attacks. From the front, they are impenetrable—but not perfect. Use a web lasso to yank the shield out of their hands. You can also Vault over their heads and pound them from behind, or lasso them from the air to land hits from the sides or back as well.



H-Bomber Sweeper, Advanced Sweeper

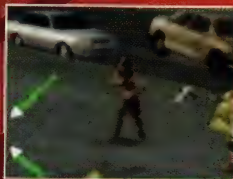
The H-Bomber Sweepers use high-tech weaponry to attack Spidey from a distance. Watch for the Spider-Sense alert to dodge their bolts of energy, and quickly close the distance to pound them into submission up close, where they lack any defense.



The Waste Tribe Gang

Waste Tribe Dodger

Much like the Lizard Dodgers, the Waste Tribe's nimble gang members strive to avoid Spidey's attacks by rolling out of the way of any direct offense. Confound their evasion by webbing them at a distance, or Vaulting over them and hitting while they are confused.



Waste Tribe Knight, Advanced Knight

Taking a page from the H-Bomber's defensive foot soldiers, the Waste Tribe Knights also have impervious shields from the front—Web Yank their shields out of their hands, or attack them from the sides or back.



Waste Tribe Bruiser, Advanced Bruiser

Some of the Waste Tribe's bruisers walk around whacking at Spidey with parking meters! These giant thugs are vulnerable to Web Mount attacks, much like the other larger basic foes.



The Dragon Tail Gang

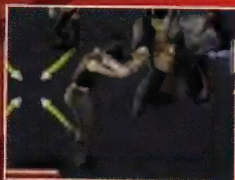
Dragon Tail Fodder

The Asian gang's basic foot troops, their fodder are no tougher than any others you face in the game. Get up in their faces and beat them into submission with basic combo attacks.



Dragon Tail Dodger

The acrobatic Dragon Tail Dodgers evade Spider-Man's frontal attacks with ease, but can be defeated by Vaulting or webbing. Just a few hits knocks them out cold.



Dragon Tail Bruiser, Advanced Bruiser

The massive Dragon Tail bruisers are formidable foes in a straight fight, so don't give them one—Web Mount and smack them around while they can't retaliate. Similar to the other bruiser class gang members, you can sense their attacks with Spidey's Spider-Sense.





STORYLINE MISSIONS

Spider-Man 3's main storyline missions are the heart of the game, but you can take breaks between them to explore the city, fight off encroaching gangs, help the police, search for hidden goodies, or take part in Trick Races.

There are 23 main storyline missions, some directly involved with the central plot in *Spider-Man 3*, but several others deal with other threats to Spider-Man and the city. Spidey must deal with the Lizard, as well as trouble from Morbius, the Living Vampire, Carlyle, and Kraven the Hunter.

At some points during the game, you have the opportunity to do the missions out of sequence. If you decide to break with the mission order presented in this walkthrough, just skip ahead to the mission you chose to do instead.



Mission 1: Feel the Burn

Mission Enemies

H-Bomber Fodder



H-Bomber Advanced Fodder



Action Checklist



Defeat the H-Bomber thugs.



Learn to use some of Spidey's moves.



Rescue the Civilians.



Rescue the CEO.

H-Bomber Sweeper



Mission Overview

Your introduction to *Spider-Man 3* begins with a bang, as Spidey is thrown into the midst of a hostage situation in a burning building!

You must guide Spider-Man through the burning building, and rescue the trapped civilians and their CEO who is being guarded by H-Bomber gang members.



Use these first few missions to become familiar with Spider-Man's basic move arsenal; at this point in the game, you only have access to the simplest of Spidey's moves, but the essentials of web swinging and melee combat are important throughout the entire game.

Battle the H-Bomber Goons

A single H-Bomber Fodder comes rushing into the room where you begin this mission. Use your Quick and Strong attacks to knock him out. Once the first thug goes down, two more waves come through the doors at the back of the room.

Defeat the second wave of two and the third wave of three H-Bomers while practicing your Quick-Quick-Strong combination attack. Once the goons are down, make your way into the hall and follow it to the next room where flames are raging in the office area.



These H-Bomber Sweepers are armed with energy cannons, and occasionally launch a dangerous bolt of fire toward you. When this happens, you can see Spidey's Spider-Senses tingling. A blue aura appears around his head, and a warning sound occurs. Tap the Dodge button to quickly roll out of the way.

Other than firing an occasional blast at you, these thugs are no more dangerous than the other H-Bomers you've fought up to this point. Knock them out, then then step into the glowing marker light under the hole in the ceiling.



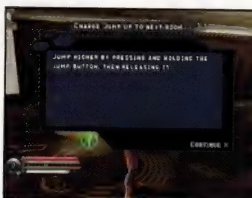
Test out Some of Spidey's Moves

Inside this burning office, you can test out Spidey's superhuman jumping ability. Tap the Jump button lightly to jump a short distance into the air. Hold it down while moving and release it to send yourself flying into the air.

After you've practiced jumping around, make your way to the opposite corner of the burning office from where you entered and go through the hole in the wall to the next room.



While standing on the glowing circle of light, press and hold the Jump button while standing still. Release it after Spidey crouches down and Spidey executes a high (very high!) jump up through the hole in the roof of the room. Direct your landing into the room. If you accidentally fall down, just perform another high jump to get back up.



Inside the next room, a raging inferno has burned out the floor in the middle of the room. It's too dangerous to jump across; instead, make your way over to the wall beside it, and press the Wall Crawl button to attach Spidey to the wall. Crawl to the other side of the room, then tap the Jump button to hop off the wall. Now make your way out of the room through the doors past the raging flames.



Rescue the Civilians

Inside this burning room, a pair of helpless civilians are pinned down by the fires. Help them out! Pick up the civilians by getting close to them and pressing the Strong Attack button (it doubles as your Interact button). Once you have a civilian safely tucked over your shoulder, make your way to the green circle at the door out of the room and tap the Interact button again to drop them safely.



In this room, more H-Bomber thugs are waiting for Spider-Man. This time you get a new move to practice—the Web Splat. Tap the Web Attack button to shoot a glob of webbing into the eyes of one of the goons. This isn't a damaging move, but it ties up a bad guy long enough for you to focus on other targets.

Practice your combo attacks and Web Splat move on the H-Bomers in this room. After you knock out the first four thugs, several more break through a hole in the ceiling and rappel down to attack Spidey.

Once both civilians are safe, three H-Bombers knock open the doors to another room. Inside, another civilian needs to be rescued—he is chained to a bomb inside the room!

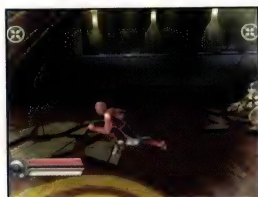
Knock out the defending H-Bombers, and pick up the Health in the room if Spidey has taken any damage. Walk over to the chained civilian and tap the Interact button once the room is clear. Spidey grabs the chains holding the civilian in place. Mash the Interact button repeatedly to tear the chains off and free the civilian.



Save the CEO

The freed civilian lets you through a security door into the hall that leads to the CEO's room. Make your way quickly through the hall (grabbing the Health in the center of the hall if you need it), and jump down into the room where the H-Bombers are holding the executive captive.

There are many H-Bomber defenders here, but this is your chance to test out some new moves. After fighting a few, you should see the edges of the screen flash white, and a tip pops up onscreen notifying you of your special Adrenaline Attacks. Tap the Adrenaline Attack button and tap your Web Attack button to perform a Web Cannon barrage. During the Web Cannon attack, Spidey launches damaging blasts of web fluid at every target in the area, likely knocking all of them out.

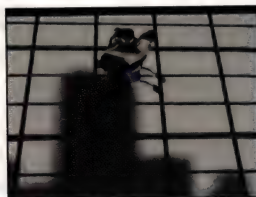


You can also practice the aerial assault—jump into the air near any target and press the Quick Attack button to web the target and pull yourself down with a damaging strike, which can immediately be followed up by a combo attack.



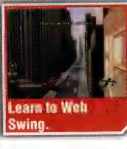
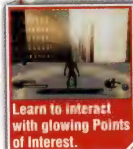
Once all the H-Bombers are cleared out, step over to the CEO and free her from the chains, just as you did the previous civilian—follow the on-screen prompts until the chains break.

With the CEO in tow, Spidey leaps out of the nearby window while the building goes up in flames behind him, and your first mission is complete!



Mission 2: Life in the Big City

Action Checklist



Mission Overview

After the initial excitement while dealing with the H-Bombers in Mission 1, you get to take a break out in the city and test out one of Spidey's coolest abilities—web swinging.

This only takes a few minutes to complete, but don't hesitate to spend some extra time just swinging around the city for the fun of it. You can come back and trigger the next mission whenever you're ready for it.



Interact with a Point of Interest

You begin this mission on a rooftop near a glowing yellow circle marked with a green exclamation point. These markers indicate important objectives that you must interact with in some way. In this case, step into the circle and tap the Interact button to trigger the web swinging tutorial.



Swing Spidey, Swing!

As soon as you trigger the Point of Interest, a huge blue circular target appears above the street just ahead of you. Walk right off the edge of the building and hold the Web Swing button while aiming Spidey toward the target.

Pressing and holding the Web Swing button anywhere (in the air or on the ground) causes Spidey to latch on to the nearest solid object and use it to swing from. In this case, likely one of the nearby large buildings.



Hold the Web Swing button until you are near the top of the swing arc, then release it to launch Spidey forward. Again, press and hold the Web Swing button to start another long swing.

Continue guiding Spider-Man through the targets until you complete the training. If you miss a target, don't worry, just turn around and guide Spidey back through it.



Practise the Swing Boost

Once you finish with the first basic web swinging training course, you are placed on the ground near another Point of Interest. Walk forward and interact with it to trigger the second training course.

This time, you get to use the Swing Boost button to give Spidey a surge of speed at the release of a Web Swing. Again, aim yourself toward the blue targets hovering over the city streets, and use the Web Swing button to propel Spidey through them.



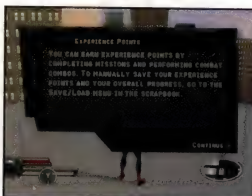
Using the Scrapbook

Once you complete the Web Boost training, a message pops up alerting you to the use of your Scrapbook. Tap the Scrapbook button to bring up your status menu—from here you can save or load your game, check your game progress, tinker with settings, restart (or quit) a mission, and most importantly, spend your earned experience points on Hero Upgrades.

Hero Upgrades allow you to boost Spidey's abilities in everything from combat to web slinging.

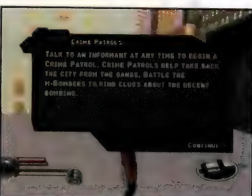
This time however, press and hold the Swing Boost button while you are swinging, and release it just *before* you let go of the Web Swing button. If you time it properly, you should see the screen blur as Spidey kicks forward and gains a boost of speed during the release of the webline.

Continue through all the targets to complete the Swing Boost training. As before, if you miss a target, don't worry; just turn around and swing back through it, you're not under any time pressure here.



Using the City Map

Tap the City Map button to bring up a top down overview of the entire city. This screen is very important, as it allows you to see your next main storyline objective target, as well as the location of all gang and police mission territories in the entire city. At any time between missions, you can travel to a gang territory and talk to an informant to trigger a Crime Patrol mission. These missions allow you to earn experience points to power up Spidey, which is important to make sure that you are strong enough to tackle the later storyline missions.



You can zoom the map in and out, scroll it around to examine any part of the city, change the display to show Challenge locations for Trick Races (they're not immediately available), and view the city district names.

You can also set a marker on the map, which is very handy, as the marker appears as a target on the screen while you are roaming the city, so you can use it to quickly reach a specific gang territory (or any other target you might wish to visit in the city).

Talk to an H-Bombers informant

Your final task in this tutorial mission is to get some more information about the H-Bombers gang from a helpful informant. Swing to the Point of Interest marker on your screen and talk to the informant. Doing so triggers the next mission, a short series of Crime Patrol tasks that give you clues about the H-Bombers recent bombing.



Get moving!

Mission 3: H-Bombers Shakedown

Mission Enemies

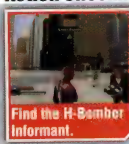
H-Bomber Fodder



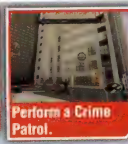
H-Bomber Advanced Fodder



Action Checklist



Find the H-Bomber Informant.



Perform a Crime Patrol.



Spend your earned experience.

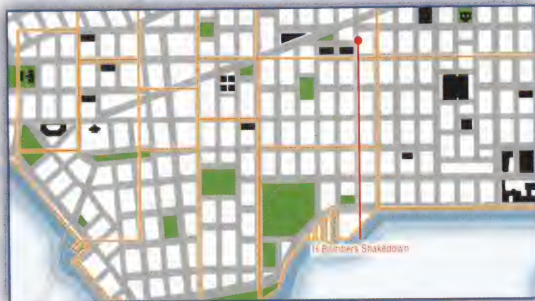
Bonus Earned

Unlock Acrobatic Upgrades

Mission Overview

This "mission" is actually a simple Crime Patrol, of the same sort that you can trigger at almost any point in the game by visiting a gang informant (or a Police officer in need of assistance). Consider it another tutorial of sorts, this time for the Crime Patrols.

In this case however, this is a special Crime Patrol (instead of the randomized tasks you normally get), as it gives you some clues about the H-Bomber's goals. Follow the onscreen instructions that lead you through this Crime Patrol to get the information you need to reach the next main storyline mission.



Recover the Prototype

You have a timer on this task, so quickly swing toward the target that appears on your screen. When you arrive, a few H-Bomber thugs are standing around on the street guarding the Prototype in its container.

Knock out the thugs, then break open the container by attacking it. Pick up the Prototype, then head toward the Police Badge marker that appears on your screen—you need to deliver the Prototype device to the Police.



Recover the Power Converters

Your next task is to recover some Power Converters from the H-Bombers. Again, follow the marker on your screen to reach the target. Recover the item and return it to the police to finish this brief mission.



Power up Spidey

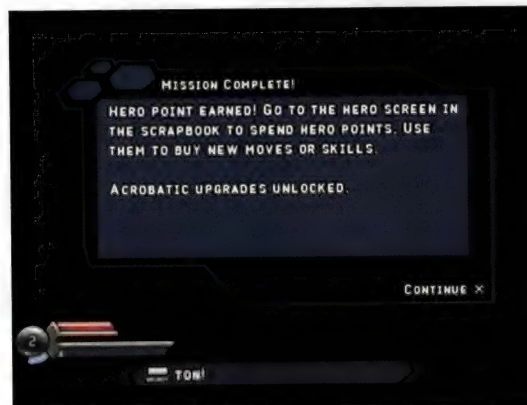
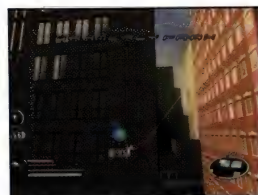
Completing this mission earns you a pile of experience that you can spend to upgrade Spider-Man's numerous special abilities.

Browse the experience web and pick out some upgrades that look appealing to you—there's no wrong way to power up Spidey, and you can always more experience by doing Crime Patrols between missions.

Recover the Evidence

It seems that some corporation is using the H-Bomber gang as hired muscle. You need to locate some evidence to prove this. Three question mark icons appear on your screen after you return the Prototype to the police officer. Swing toward any one of the three to investigate. Only one has the proper evidence, the other two are red herrings. There's no time limit, so take your time and practice your web swinging on the way to the markers.

Grab the evidence when you find it, then return it to the police.



Mission 4: We Bombed in New York

WALKTHROUGH
PS2/Wii

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04

WE BOMBED IN NEW YORK

Mission Enemies

Action Checklist

H-Bomber Fodder



H-Bomber Sweeper



H-Bomber Knight



Bonus Earned

Unlock Web Zip & Web Yank Upgrades; Unlock Three Trick Races

Mission Overview

With the new information on the H-Bomber's activities acquired, Peter returns to the Daily Bugle for the daily grind—while in Jameson's office, a mysterious caller phones in a threat to the paper.

Bombs have been planted at the offices around the city; Spidey needs to swing into action quickly! You must track down the bombs and stop the explosions from destroying the Daily Bugle's buildings.

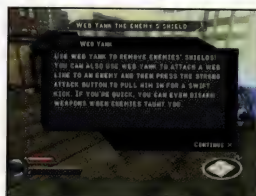


Reach the Printing Plant

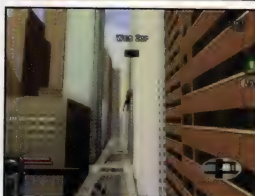
As the mission starts, Peter comments that the Daily Bugle's main offices seem clear, but there may be a threat at the Printing Press. You have three minutes to reach the plant and find out, so get swinging!

Follow the on-screen icon to reach the Printing Plant swiftly. Practice using your Swing Boost to speed up your travel. You gain access to a new ability here as well; the Web Zip. Tap the Web Zip button while in the air to latch on to a nearby object and pull yourself toward it quickly. You can use this in conjunction with regular web swinging to move swiftly through the city.

After you grab the shield, do another Web Yank on the H-Bomber, and then press the Strong Attack button to pull him in and give him a heavy punch. Later, once you've unlocked more Web Yank moves, more types of attacks become available after a Web Yank.



You can also use the Web Zip while wall crawling. Combined with wall jumping, this allows you to swiftly scale the side of a building, or move quickly along a wall in any direction while crawling.



For now, deal with the remaining H-Bomber thugs. If they get close to the bomb, they'll try to detonate it early, but you can easily interrupt them before they have time to do this. Use Web Splats to distract them if you're fighting in melee at a distance, or jump toward them and use a Quick Attack in mid-air to intercept swiftly from a distance.

Once the guards are downed, approach the bomb and interact with it. Now you must follow the on-screen prompts to throw the bomb into the river. Three successfully timed presses and the bomb goes sailing into the river. If you miss time a push, Spidey's swinging stutters, and you must restart the swinging. You have a time limit, but watch the onscreen indicator and get the rhythm down before you push the button.



Stop the First Bomb

When you arrive at the printing plant, the large beeping device on the rooftop certainly qualifies as suspicious—but before you can deal with it, you must take care of the H-Bombers who emerge from the building's rooftop door.

The first H-Bomber that comes out has a new trick; he's armed with a shield. Press and hold the Web Attack button to pull the shield away with a Web Yank attack.

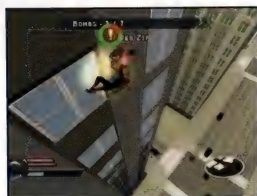
Disarm the Bombs on the Side of the Building

The H-Bomber's had a backup plan—seven more bombs on the side of the building. No problem for Spider-Man. Crawl onto the side of the building and make your way toward the indicator that shows the nearest bomb. The green exclamation mark indicator has a countdown ring around the edge of the circle, if it goes entirely red, the bombs explode and you fail the mission.

Don't let that happen! You easily have enough time to reach all of the bombs. Just move quickly from bomb to bomb, following the indicator as you approach each target. Tap the Interact button to disarm the bomb, then move on to the next bomb.



Remember that you can use the Web Zip move to swiftly traverse the side of the building. Use it to reach bombs that are a good distance away from you in a straight line.



Once all seven bombs are disarmed, Spidey checks with the Police for any other alerts. They warn him that the Bugle's regional offices have another bomb planted there. Grab the Health by the police cruiser if you need it, then get moving!



Save the Bugle's Regional Office



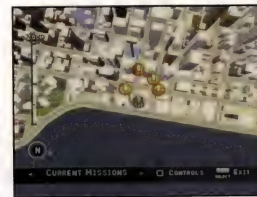
Again you must fight off a pack of H-Bombers trying to set off a bomb on the rooftop. Two of the guards have shields, use your Web Yank to disarm them. Knock out the rest of the guards, then toss the bomb into the river.



This time, you get a clue as to the H-Bomber's next move—a strange device left behind on the rooftop. Pick it up with the Interact button. Spidey examines it and discovers that it is a tracking device, showing bombs moving toward the regional office!

You need to stop all four of the bombers carrying the explosives before they can reach the building and set them off!

Pick up the Health by the device if you need it, then quickly leap off the building and swing toward the closest target. Knock him out, then repeat the process for the other three. As long as you swing quickly, you should be able to stop all of the H-Bombers well before they get close to the building.



Once the H-Bomber's plot is stopped, this mission is complete, and the Web Yank upgrades on the Experience Web are unlocked.

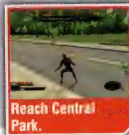


Mission 5: Cold-Blooded Candids

Mission Enemies



Action Checklist



Bonus Earned

Unlock Camera, Vault, & Vault Upgrades

Mission Overview

Your first opportunity to exercise Peter Parker's journalistic talents comes during this mission. There have been odd reports of humanoid lizard sightings in central park! You need to get down there and see if there is any truth to the rumors, and if so, grab some print-worthy shots of the action.

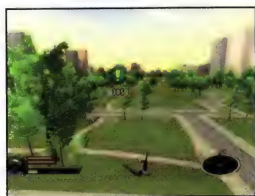
This is a quick mission, essentially acting as a tutorial for using Peter's camera. Follow along and once this mission is done and use the camera to grab shots of gang members while doing Crime Patrols, and of course, villain shots during upcoming missions.





Reach Central Park

After a brief discussion with Jonah about the odd sightings, Peter is sent out to grab some shots. And why not get there the fast way? Swing over to Central Park, following the onscreen indicator to reach your target. Don't get *too* close though, you don't want to spook your target!

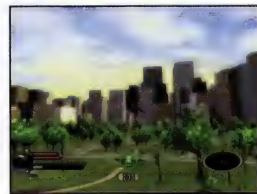


Snap some Photos

Once you get near your first lizard target, an indicator pops up on the screen that shows your distance to the target. Too close, and you'll spook the lizard. Too far, and you can't get a good shot. Move up on the lizard until the indicator is in the middle (green) section, then press the Camera button.

Now zoom in on the lizard until it is centered in the viewfinder and the viewfinder lights up green. Snap the shot of the first lizard to trigger a second sighting icon elsewhere in the park.

Follow the indicator icon to reach the next lizard and repeat the process, grabbing a second shot.



You can unlock the "Lizard Dodger" photo here. Grabbing shots of the lizardmen here unlocks this achievement.

Rescue the Civilians

The lizards seemed harmless, if a little odd at first—their rampaging consisting of snacking on some hotdog stand munchies. But this changes when Spidey hears screams from a citizen.

Follow the target icon to reach the civilian, then go after the Lizard Dodger.

As soon as you engage, a new ability is unlocked for use—the Vault. Press the analog stick toward your target (the Lizard Dodger in this case), and tap the Dodge button to vault over his head. Once behind the target, you can unleash a combo with impunity. If you try to attack the Lizard Dodger from the front, it (you guessed it) dodges your attack.



Knock out this Dodger, and a quick cutscene is triggered while Spidey talks to some local rescue workers. Apparently this reptilian problem is a little more widespread than you thought. You need to track down three more civilians and rescue them from the Lizard Spitters.

Again, follow the icons to reach the civilians the Lizard Dodger's are running off with. This time, when you knock out the lizards, you need to pick up the civilians with the Interact button, then carry them back to the waiting ambulances outside city park.

Each time you pick up a citizen, two icons appear on your screen, as there are two ambulances (one on each side of the park). Make your way to whichever is closest at the moment, then return to the park to rescue the remaining citizens.



Once all the citizens are safe, this mission is complete... though the mystery of where these strange lizardmen came from is still unresolved. For now though, you have a date with MJ. Pick her up in Mission 6!

Mission 6: A Harry Situation

Mission Enemies

Harry Osborn



Apocalypse Grenadier



Apocalypse Bruiser



Bonus Earned

Unlock Spider-Man's Black Suit

Action Checklist



Meet MJ in Central Park.



Take MJ home.



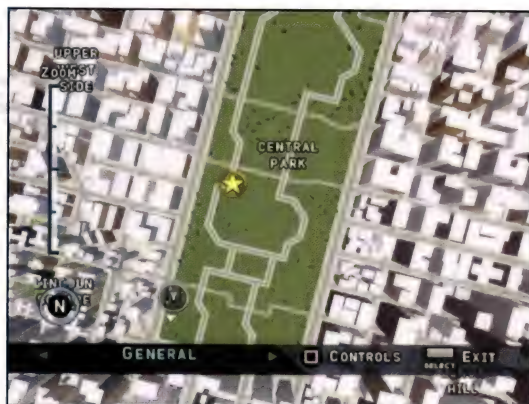
Defeat Harry Osborn.



Test out the Black Suit.

Mission Overview

Rather than the usual emergencies you've been dealing with, this mission starts out peacefully enough. Swing over to Central Park and meet up with MJ for a date. Naturally, no day is ever that easy for Spider-Man. Harry Osborn, enraged at his father's death, comes after Peter using the equipment of the Green Goblin. And there is more... during the day's events, a strange black liquid comes into contact with Peter, merging with his body and suit...

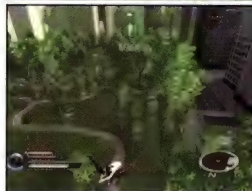


Meet MJ

Swing over to the point of interest in Central Park to meet MJ. After you trigger the meeting, a short cutscene plays. During the cutscene, a strange black substance comes into contact with Peter, and Harry Osborn steps out of the same chamber his father once used to become the Green Goblin.



After the cutscene, pick up MJ and swing back home by following the markers.



HARRY OSBORN



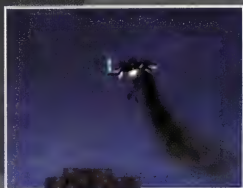
Once you return MJ home, another cutscene triggers; Harry Osborn swoops down on the Green Goblin's glider and attacks Peter!



This triggers a lengthy cinteractive sequence and you must time your button presses to survive the attack—and defeat Harry.

You end up hanging from beneath the glider as Harry swoops through the city just above traffic.

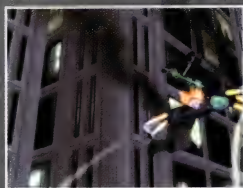
Because you are hanging so low to the ground, you inevitably slam into traffic if you don't do something about the glider's movement. Tap the buttons indicated onscreen to shift the glider's path of travel between the lanes in the city streets. Do this repeatedly to dodge the incoming traffic.



Once this happens, Harry takes off on a wild flight, knocking Peter back beneath the glider again, and you must repeat the process—only this time the Sky Stick is moving through traffic more quickly.



Again, guide the Sky Stick around traffic, and when you see an opening with no cars coming at you, try to swing up on to the Sky Stick. Again, you must go through the cinteractive to cause Harry to strike the Sky Stick.



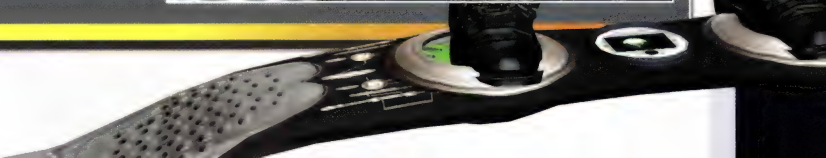
Repeat the process for a third time, with the Sky Stick moving at its fastest speed yet, and the glider finally goes out of control and crashes.

After the fight, Peter takes Harry to a hospital, then returns home. A cutscene triggers, as Peter has dark dreams. When he awakens, his suit is now completely black!



After a few turns around the city, you get an opportunity to strike back. Press the Interact button to start a quick button pushing minigame. Tap the indicated buttons in sequence to leap up on to the Sky Stick.

Once you get Peter up on to the Sky Stick, a cinteractive sequence triggers, as Peter and Harry struggle atop the Sky Stick. Press the buttons that appear onscreen quickly, and Peter causes Harry to swing with one of his blades and strike the Sky Stick.



Test out the Black Suit

Realizing he wasn't just having strange dreams, Peter sets out to test the new suit's powers, and you regain control of Spider-Man near a group of gang thugs brawling with the police.

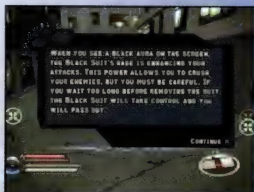


Test out your newfound powers; the Black Suit makes Spidey stronger and faster. However, the power comes at a price. Wear the suit for too long in combat, and the edges of the screen begin to go black. Avoid wearing the black suit for too long or Spidey eventually gets knocked unconscious.

To remove the suit, press the Black Suit button and then tap the buttons that appear onscreen to remove it.

Once the Black Suit is removed, you can't put it on again for a short time. A timer is displayed above your Health meter, once it finishes counting down, you can put the suit back on.

Save the Black Suit for tough fights against large packs of enemies, or during boss battles—you don't want to have the timer recently triggered after fighting with common street punks.



You can grab a shot of the Apocalypse Grenadier, Bruiser, and Kamikaze here, now that you can use Peter's camera!

Using the power of your snazzy new suit, help the police take out the gang members. Once they're all knocked out, this mission is complete and you can now use the Black Suit any time you wish for the rest of the game!



After this mission is complete, you have a choice for your next major story mission. You can either tackle "Payback's a Switch", or head north to take on "Reptilian Rampage." The walkthrough assumes you finish up the H-Bomber storyline by tackling "Payback's a Switch" next.

Mission 7: Payback's a Switch

Mission Enemies

H-Bomber Fodder



H-Bomber Advanced Fodder



H-Bomber Sweeper



H-Bomber Advanced Sweeper



Action Checklist



Chase Carlyle's Helicopter.



Disarm the rooftop bombs.



Defeat Carlyle, the mad bomber.

H-Bomber Knight



Carlyle, The Mad Bomber



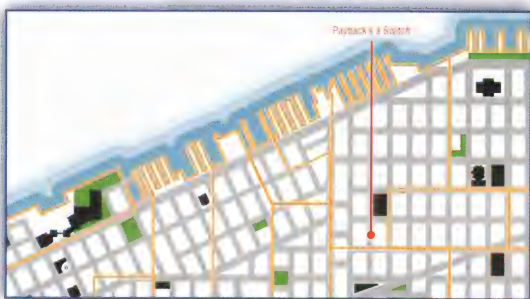
Mission Overview

This mission marks the first serious challenge you must face as Spider-Man, as it tests your web slinging and combat abilities more than any previous mission. By this point in the game, you should be comfortable with the bulk of Spidey's abilities, and as you only have a few more strands of the experience web to unlock in the coming missions, you also have access to most of Spidey's moves.

If you've been doing the story missions one after another up to this point, you may find this mission to be a bit too difficult unless you've been doing Crime Patrols and City Alerts on the side to boost your experience, unlock more Hero Upgrades, and become more familiar with Spider-Man's powers.

If you do have trouble, take a break and go tackle some street crime for a bit. The experience you earn (both for Spidey and for controlling Spidey) serves you well during this battle.

Whatever you decide, this mission marks the final showdown with Carlyle, the Mad Bomber, and his H-Bomber goons. He has a serious grudge against Jonah, but however much Peter might complain about Jonah, he can't let this madman hurt him.



Catch the Escaping Helicopter

As this mission begins, Carlyle takes Jonah Jameson hostile and escapes in a helicopter. You need to catch up to the helicopter before it gets too far away.

A distance indicator appears in the corner of the screen—let it go too far into the red for too long and you fail the mission. Swing after the chopper, using Swing Boosts (and air flips, if you have them unlocked) to keep up with it.



If you're quick off the edge, you can catch the heli before it gets far away at all. Once you catch up to it, a short cutscene triggers. Carlyle attaches an electrocuting necklace to Jonah...and then tosses him out of the helicopter!

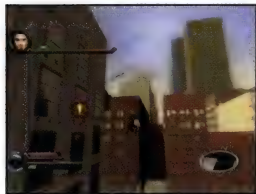


What's worse, the collar will detonate if Jonah gets too far away from the trigger Carlyle is holding. Spidey manages to catch Jonah, and you regain control as the helicopter speeds away.



Keep Jonah in Range of the Helicopter

Again you must set off in pursuit of the helicopter. This time it's a bit harder, as the H-Bombers on board launch explosives into the air behind the helicopter.



Be careful with your swinging, you have to stay close to prevent the collar from detonating both Jonah and Spidey.



Chase the helicopter, staying in range, but don't get too close. You'll get knocked down to the ground far below if you touch the helicopter blades—a potentially fatal delay. If you happen to be knocked down by an explosion or by getting too close to the blades, quickly start swinging again, if you may be able to catch up before failing the mission.

Disarm the Bomb

After chasing the helicopter for a short distance through the city streets, it stops briefly to deliver an explosive payload on top of a city building. You have to stop the bomb from detonating!

The helicopter remains hovering over the bomb site, deploying H-Bomber troops to set off the explosive. This plays out just like the bombs you had to stop during Mission 4. Drop Jonah on the rooftop, then knock out the H-Bombers. Once the area is clear, interact with the bomb and send it sailing into the sky to safely detonate.



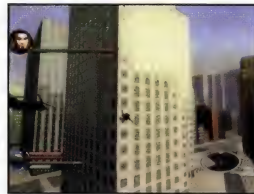
With the first bomb threat removed, the helicopter takes off again. Quickly move to pick up Jonah again, and set off to chase it once more.



Pursue the Helicopter

Again you must stay close to the helicopter to prevent the collar from detonating Spidey and Jonah. Stay close to it, and be careful with your swinging so that a sudden change of direction by the 'copter doesn't send you flying in the wrong direction. Remember that you can use the Web Zip for a quick change in direction before returning to regular web swinging.

Again, the helicopter stops and hovers over another building, dropping off a second bomb. Land, drop off Jonah, then defeat the few H-Bomber guards before tossing the explosive away from the nearby buildings.



Pick up Jonah immediately after disposing of the bomb and set off after the helicopter again. This last section is the longest chase, so keep your swings lengthy and try to boost off of each swing, but don't lose sight of Carlyle's transport. You need to compensate for any changes in direction it makes.



When the helicopter finally stops over a third building, you can safely drop Jonah and engage the H-Bombers that rappel down from the helicopter—this is your last stop.

Defeat Carlyle

CARLYLE



After knocking out the first few thugs, Carlyle decides to take matters in to his own hands, and the first serious boss battle in the game begins.

Carlyle's H-Bomber goons are a constant threat during the battle, so do your best to avoid them and focus on Carlyle. Any defeated H-Bombers are simply replaced by reinforcements from the helicopter.



Here's a perfect chance for a photo op. Snap a pic of the H-Bombers as they're dropping in to add a snazzy photo to your album.

Instead, you need to take Carlyle down directly—but he doesn't make this easy. Hovering over the rooftop in his custom battle armor, he keeps a force field erected that is too powerful to penetrate, even with the Black Suit on.

However, Carlyle does have a weakness. Periodically, he'll fire a missile toward Spidey. Watch for this attack, and tap the Web Attack button when the indicator for it appears onscreen. Doing so causes Spidey to toss the missile back in Carlyle's face.

Repeat this process four times while keeping the H-Bombers busy, and Carlyle's force field will fail and he'll come down to the rooftop to engage you personally.

If you've been saving it, this is the time to put on the Black Suit. Alternately, if you've charged up your adrenaline meter, wait for Carlyle to land, then unleash it on him.



After taking some damage, Carlyle reactivates the force field and takes off again. You must repeat the process, tossing his missiles back at him to make him land, then pummel him in to submission.



There is a Health pickup that occasionally reappears over the battle, grab it when you take a bit too much damage, then return your attention to Carlyle.

Once Carlyle has taken enough of a beating, he comes down to finish the fight, and triggers a cinematic sequence. Press the buttons onscreen to dodge Carlyle's final attack and defeat him.

With Carlyle down and the H-Bombers scattered, this mission is complete and the city is safe from the bombings. Good work! Now you just need to go investigate that odd Lizard problem... take a break from the action for some crime fighting around the city, or proceed directly to Mission 8, "Reptilian Rampage."



Mission 8: Reptilian Rampage

WALKTHROUGH
PS2/Wii

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08
REPTILIAN RAMPAGE

Mission Enemies

Lizard Fodder



Lizard Spitter



Lizard Dodger



Doc Connors



Action Checklist



Chase the Lizard.



Rescue the Civilians.



Help the Police.

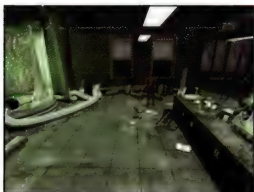


Follow the Lizard into the sewers.

Bonus Earned

Unlock Uppercut & Uppercut Upgrades

Mission Overview



With the threat of the mad bomber averted, Peter turns his attention to Doctor Curt Connors, a man who was doing research on reptile regeneration. He might have some information about the outbreak of odd lizardmen in Central Park.

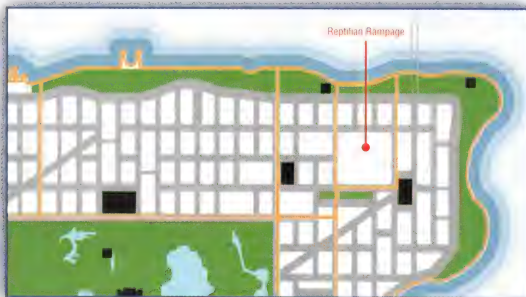
Or at least, that was the idea. When Spidey arrives at Curt's lab, the place has been ransacked, and a video that Spidey finds on the scene of the events is a chilling indicator that something is very wrong indeed.

A mutated lizardman, Doctor Connors surprises Spidey, then escapes from the lab. You have to track him down and find out what he knows about the outbreak of lizardmen!

Chase the Lizard!

The Lizard quickly makes his escape from his campus office and heads into the city streets. Swing after him and stay close behind him—you can't actually attack or impede the Lizard at this point, so just stay close.

After a few twists and turns, the Lizard pauses long enough to flip a car, trapping a citizen, and cause a wreck, causing a car to burst into flames. You need to clean up the Lizard's mess before you can resume chasing him.



First, head over to the trapped civilian and flip the car over—follow the on-screen prompts to flip it and rescue the civilian, then make your way over to the burning wreck. There's a fire hydrant on the street corner; smash it, then web the car and tap the Interact button twice to pull the car into the water stream.



Rescue the hanging civilians

The Lizard then leaps up to a nearby rooftop and terrorizes three people who were enjoying a peaceful conversation. All three go over the edge of the building!

Quickly swing over to the building—the people are hanging on to the side of the building, but they can't hold on for long.



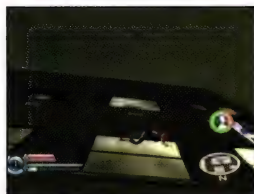
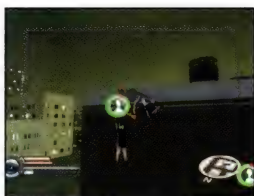
Once the fire is out and both citizens are safe, resume your pursuit of the Lizard.



Crawl on to the side of the building, and approach one of the citizens. Use your Web Zip to quickly get near one if you started from the bottom of the building. Get close, tap the Interact button to pick one up, then jump or Web Zip up the side of the building and drop the citizen off on the sidewalk.



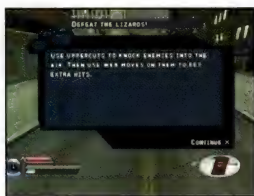
Repeat this process twice more to save the remaining two citizens, then you can set off after the Lizard again.



Fight off the lizardmen!

When you catch up to the Lizard this time, Spidey is all set for a confrontation—until the Lizard summons up his reptilian allies from the sewers. A pack of lizardmen emerge, and the Lizard flees again.

As this fight begins, you gain the ability to perform the Uppercut move. Press and hold the Strong Attack button while near one of the lizardmen to perform a devastating punch that knocks your target into the air. Once airborne, you can lasso them with the Web Attack button, then follow up with an attack to slam them into the ground (Quick) or pull them in and punch them (Strong).



Once you defeat the three lizardmen, more emerge from the sewers and attack the nearby police. Quickly swing over and engage the lizardmen. Enable your Black Suit if you're not already wearing it, to give you an extra edge in the combat, then join the fray.



There are several packs of lizardmen here, quickly save the policemen before they take too much damage. Use Web Splats to occupy lizardmen you aren't directly engaging, and take them all out.



After you deal with the first group, a policeman leads you over to a second. Swing over to the second group, and again, knock out the lizardmen before they can harm the police. Once the second group is defeated, more lizardmen begin to emerge from sewer grates just up the street. Swing your way over to them quickly.

Seal off the Sewer Exits

You need to stop the lizardmen emerging from the sewers if you are to have any hope of stopping their rampage. Two small red target indicators should be visible on the screen, near the lizardmen who came out of the sewers, which indicate the location of the sewer grates.



Approach these targets and tap the webbing button to seal them shut. Once they are sealed off, defeat the remaining lizardmen. When they are knocked out, the Lizard runs off down the street, triggering another wave of lizardmen from the sewers.



Again, seal off the sewer grates—if you're too far away to see the green indicators onscreen, you should see orange point of interest exclamation markers at the edge of the screen, pointing the way to the nearest sewer grate. Seal them off, then take care of any remaining lizardmen tussling with the policemen.



Chase the Lizard (Again!)

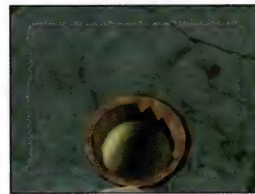
One final pursuit—swing after the Lizard as he makes his way into a narrow alley between some nearby buildings.

As you approach, a short cutscene triggers. Spidey thinks he has the Lizard cornered, but the Lizard quickly leaps into a nearby sewer entrance, and several lizardmen emerge.



Take advantage of this situation for your photo album! Snap pictures of the various lizards as they climb through the open manhole. The Lizard Bruiser is the final one needed to complete the checklist and that can be done easily in the next mission.

There's nothing to be done but pursue him—knock out the small pack of lizardmen that covered the Lizard's escape, then head into the sewer entrance to continue your pursuit of the Lizard, and trigger the next mission.



Once you complete this mission, you unlock the Uppercut upgrades.

Mission 9: Escape Under New York

WALKTHROUGH
PS2/WII

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09
ESCAPE UNDER NEW YORK

Mission Enemies

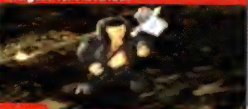
Lizard Fodder



Lizard Dodger



Dragon Tail Bruiser



Lizard Spitter



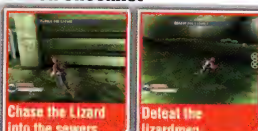
Lizard Bruiser



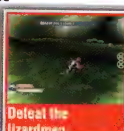
Dragon Tail Dodger



Action Checklist



Chase the Lizard into the sewers.



Defeat the lizardmen.



Break through the Lizard's goo wall.



Descend deeper into the sewers.

Dragon Tail Fodder



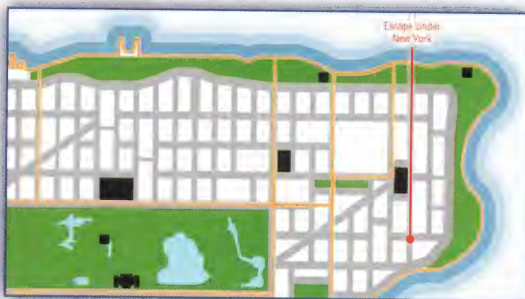
Bonus Earned

Unlock Web Mount & Web Mount Upgrades

Mission Overview

Beneath the Manhattan streets, the Lizard's unfriendly brood of lizardmen are lurking, as well as some members of the Dragon Tail gang. You must pursue the Lizard and try to communicate with whatever might be left of Curt Connors.

You must deal with Lizard Bruisers in this mission, very large and tough melee foes. You gain access to the Web Mount move line to help with this—the Web Mount allows you to leap onto the back of a large foe and pummel him before dismounting safely (if you're quick about it at least...)



Chase the Lizard Down the Steam Tunnels

When you land in the Sewers, the Lizard is running off deeper into the tunnels, carrying a captive citizen with him.



Make your way out of the room you land in to the next and take a look around. Across the room you emerge into, a lengthy and large steam tunnel extends into the distance. On the walls nearby are several gross looking pods—approach these, and lizardmen burst forth, eager to attack Spider-Man.



You can skip this combat entirely however, as your goal here is tracking down the Lizard, not thumping his lizardmen spawn. Start swinging into the steam tunnels.

As you swing through the steam tunnels (which are easily spacious enough to swing through without much difficulty), watch out for the jets of scalding steam from breaks in the pipes. If you swing into one, you're going to take a trip to the sewer floor.



There are lizardmen pods scattered throughout the steam tunnel, but you can simply start swinging again if you do get knocked down.

When you reach the end of the first steam tunnel, the Lizard is seen running off down another small hallway. Enter it and pursue him.



Defeat the Lizardmen

When you emerge in the next room, Spidey is immediately ambushed by lizards.

The Lizard quickly escapes deeper into the sewers, sealing the way behind him. This time, you don't have a choice, and you must battle the lizardmen.



A new threat presents itself here, as the Lizard Bruiser arrives on the scene. You also gain access to the Web Mount ability, allowing you to hold the Web Attack button while targeting a Bruiser (or any large enemy) and leap on them to pummel them with repeated blows, safe from retaliation.



Finish this section of the checklist by snapping a photo of the Lizard Bruiser.

Practice your new moves, and knock out all of the lizardmen in the room. When the last scaly foe hits the floor, the door to the next room opens, and you can continue your pursuit.



Inside the next room, another wave of lizardmen attacks. You may want to use your Black Suit here, and possibly an Adrenaline Attack if it is charged to clear them out quickly. Once the lizardmen are knocked out, the doorway to the next hall opens, go through it and keep moving.

Steam Tunnels, Take Two

In the next room, the tunnels open up again, and you can swing through them once more. This time however, a more serious obstacle than the steam jets presents itself—entire walls of scalding steam.



To shut off the flow, you must land just in front of the wall of steam, and interact with the control valve. Tap Interact rapidly to disable the steam, and you can swing through the tunnel again.



Be careful, as each time you land and approach the valve, lizardmen arise and attack Spidey. If you're quick, you can disable the steam before the lizardmen even have a chance to approach—try to land from your swings on or near the valve.



Break through the Goo!

Move through the next few empty rooms until you reach a large steam distribution room. Inside, the only obvious exit is sealed off with some sort of disgusting lizard goo. You need to use the steam to melt it—but there are leaks in the steam pipes.

After breaking through three steam walls, you reach the end of the large tunnel. Swing up to the smaller room and go inside.



Move over to the steam valve control and interact with it. Move around the room tapping the webbing button near each leak in the pipes (all are marked with point of interest indicators on the hud).



Once you seal them all up, the steam jets over the lizard goo sealing the exit, melting it. Make your way through the now cleared passage in pursuit of the Lizard. Once you do, the first half of this mission is complete.

In the room past the goo, a tunnel goes deeper into the sewers—however, when you jump into it, a popup dialogue gives you the option of leaving the sewers to take a break from the mission. If you need one, do so, otherwise continue your mission to track down the Lizard first.



At the end of this mission, you unlock the Web Mount upgrades, for increased big guy pounding power.

Fight Deeper into the Sewers

Dropping down from the tunnel above, you emerge in a small sewer channel, and again a pack of lizardmen attack. Beat these down just like the rest of the reptiles you've fought so far. After beating the first pack, a grating opens up, and a second pack attacks. Again, knock them out to open up the next grate in the sewer channel.



This time, the next room has four civilians who have yet to be transformed by Curt's monstrous serum. Quickly move to their rescue. Pick up each citizen and deposit them at the glowing green exit point from the room.



After the citizens are safe, knock out the lizardmen remaining in the room. When they are all dispatched, a door leading deeper into the sewers opens up.



Fill up your photo album by snapping some pics of the various Dragon Tails during this mission area.

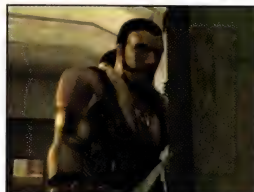
Through the Brawl

In these halls, members of the Dragon Tail gang are scuffling with the lizardmen. They aren't friendly toward Spidey either however, so treat them as roughly as they're likely to treat you.



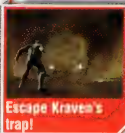
There are only two brief encounters with the gang members and lizardmen. Knock them out and continue down the halls. When you reach the hallway past the second group of gang members, a cutscene triggers, leading you directly into the next mission, "Hunter or Hunted?"

It also introduces a serious wrinkle in your plans to confront the Lizard, as Kraven, the mighty hunter has arrived on the scene...



Mission 10: Hunter or Hunted?

Action Checklist



Mission Overview

The pursuit of the Lizard takes a sudden twist in this section of the sewer pursuit.



This entire mission can be completed by Web-Zipping all the way through!



During a cutscene at the beginning of this mission, Kraven is introduced. The arrival of Kraven on the scene complicates matters greatly. He is only interested in hunting and killing the lizardmen and the Lizard—Dr. Curt Connors—himself.

He drops Spider-Man into a tunnel with a huge earth borer closing in behind, and that's where you regain control—you must escape from the boring machine before it can drill Spidey!

This mission is very short, mostly a swinging challenge you must survive before you finally catch up with the Lizard in his lair. Put your Spidey webslinging skills to good use and get away from the lethal drill quickly.



Escape from the Borer!

Immediately start swinging down the tunnel. Your first obstacle is an exploding propane tank on the ground below. Be sure to avoid it on the left or right, as the explosion can ground you quickly.



Past the propane tank, breaks in gas lines on the walls are sending jets of flame into the tunnel from either side. The safest way to get through these flaming obstructions is to use the Web Zip repeatedly. It should propel you high enough and straight enough to avoid them. If you swing, you risk arcing right through a lower jet, or leaping up into a higher jet.

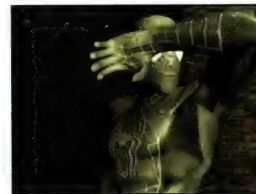


There are three of these flaming sections in the tunnel, quickly Web Zip through each one, and use the (relatively) clear sections of tunnel to pick up speed with regular web swinging.



If you get knocked down, immediately roll and then start a web swing to get moving again.

When the end of the tunnel draws near, all you need to do is swing close to it to trigger a cutscene, during which Spidey breaks through the wall, escaping the borer, and ending up right in the Lizard's lair...



Continue on to Mission 11, "Rumble Down Under", to finally confront the Lizard.

Mission 11: Rumble Down Under

Mission Enemies

Lizard Fodder



Lizard Bruiser



The Lizard



Action Checklist



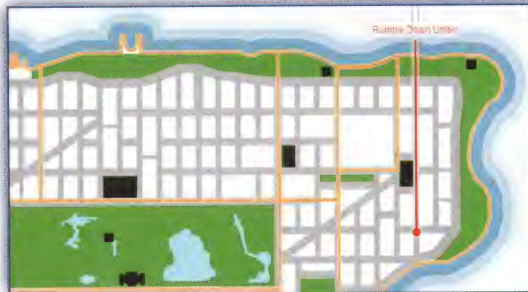
Defeat the Lizard!

Mission Overview

Finally, you get a chance to confront the mutated Doc Connors face-to-face. Deep in his lair beneath the New York streets, the Lizard awaits along with his minions to battle Spidey.

You need to try and knock some sense back into the Lizard, and hopefully find some way to reverse the transformation of the innocents the Lizard is using to create his lizardman army.

This brief mission is simply a knock down brawl with the Lizard. Defeat him to complete it and return to the city above.



THE LIZARD



When you enter the Lizard's arena, he is waiting for you along with some of his lizardmen flunkies—a dodger and a bruiser. Because the lizardmen will simply reappear if you defeat them, you should avoid them for most of the fight.



The only exception is if you get a bit low on health—knock out the lizardmen to uncover a Health pickup, grab it, then resume beating on the Lizard.

As for the Lizard himself, he's a typical melee opponent (for this fight at least...). Trigger your Black Suit to get some extra oomph behind your punches, and engage the Lizard, using your longest combo chains.



Watch for your Spider-Sense warnings and dodge any incoming attacks from the bruiser. If you knock the Lizard toward the side of the arena, you may be able to avoid any interference from the lizardmen at all.



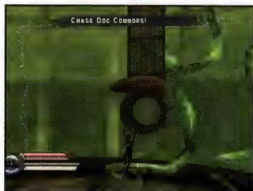
Make sure to take a picture of the Lizard Connors!

The Lizard doesn't have any special tricks during the fight, so keep on him relentlessly until his health bar is depleted.



Chase the Lizard

Once the Lizard's health bar is empty, he tries to escape from Spidey, performing a series of acrobatic leaps up to the top of the chamber in which you were fighting him in. This triggers a cinematic sequence—follow the on-screen prompts to make Spidey jump up and around the room to catch the Lizard.

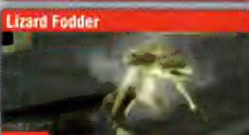


Once you do, Spidey kicks the Lizard off the upper platform in the room, and he goes falling through a grate in the center of the room. Defeated and out of sight for now, this mission is complete, and you need to go do some searching for Kraven...

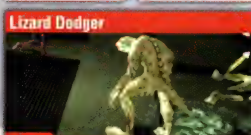
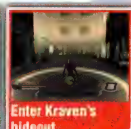


Mission 12: The Unusual Suspects

Mission Enemies



Action Checklist



Mission Overview

After knocking the Lizard deep into the sewers, Spidey has to track down Kraven, who is still determined to hunt down and kill the Lizard as a trophy.

The Lizard is still at large as well, and his lizardmen army still threatens the safety of everyone in the city.

To find Kraven and the Lizard, you need to do a bit of detective work, investigating the Dragon Tail gang, who have ties to Kraven. Performing several Crime Patrol missions on Dragon Tail turf eventually turns up a clue leading to Kraven's hideout.



Investigate the Dragon Tail gang

This mission is actually just a series of Crime Patrols—they must all be done on turf controlled by the Dragon Tail gang, but otherwise, they are normal Crime Patrols. You need to beat up a few thugs, and pick up a few objects, occasionally under a short time limit, just as you do in any regular Crime Patrol.



When you reach this mission, check your map of the city—you should see that the Dragon Tail turf markers have been marked with question marks. After you explore one by taking a Crime Patrol from the informant in that area, that location, and several near it will be crossed out on the city map. Locate another Dragon Tail marked with a question mark and perform another Crime Patrol.



They are also random, as per usual—but once you complete enough of the ones on the marked Dragon Tail turf, one of them gives you the lead to Kraven's hideout, and it is marked on your hud as a point of interest. Make your way to it!



The Crime Patrols are the regular types you may have done by this point—rescue citizens from assailants, deliver them to ambulances, beat up a few thugs, recover an item for the police and so on.



Explore the lizardmen sighting

When you arrive on the scene, the Dragon Tail gang is brawling with a large pack of lizardmen. Deliver the beatdown to everyone in attendance, and when the alley is cleared out, a new mission marker opens up, allowing you to start the next mission, "A Cornered Animal."



Take this opportunity to capture a few pics of any empty slots in your checklist.



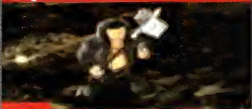
Mission 13: A Cornered Animal

Mission Enemies

Dragon Tail Fodder



Dragon Tail Bruiser

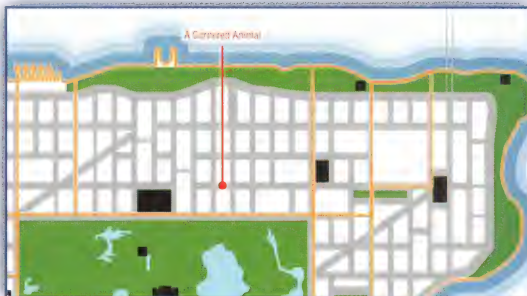


Action Checklist



Defeat Kraven!

Kraven



Mission Overview

Having finally tracked Kraven to his lair, you must now engage him in battle before he finishes the Lizard off and turns him into another trophy!

This is a straightforward melee battle, you against Kraven and a few of his Dragon Tail flunkies. Kraven may be the Mighty Hunter, but he is no match for Spider-Man in a standup fight.

Defeat Kraven

As you enter Kraven's hideout, he is about to be injected by the Lizard and transformed into a powerful lizardman servant—Spidey's timing is a bit poor however, as the distraction allows Kraven to break free and stab the Lizard, injuring him badly.

Immediately after wounding the Lizard, Kraven engages Spidey and the fight is on!

KRAVEN, THE MIGHTY HUNTER

Initially, Kraven is a simple melee opponent. His Dragon Tail thugs add some spice to the mix, but you can treat them as mobile Health repositories—if you get low, knock a few out to reveal a Health pickup and restore yourself to fighting trim.



Kraven himself is easy to knock around with melee combos. Don Spidey's black suit early on and take full advantage of his rage. This should allow Spidey to unleash rage mode during a battle that would normally be considered to be extremely challenging. However, Spider-Man's rage mode tips the balance in his favor—drastically. Attack Kraven with your basic combos and offensive moves. If the Dragon Tail gang members become bothersome, turn your attention to them after knocking Kraven away from the melee. Make liberal use of dodging and jumping to avoid taking many (or any!) hits.

Batter Kraven repeatedly until he drops to half health—once he does, he drinks a strange elixir that fills him with power, and begins raging around the battlefield.



There are bear traps hidden in the rubbish around the room. Watch where you step! The ground looks a little different over them, you can easily avoid stepping on them if you're careful.

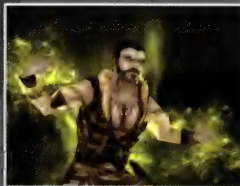
While he is running around hopped up on whatever crazy mix was in his little potion, you can't harm him, so avoid him and use the time to build up adrenaline (and grab health) from his flunkies.

After a short time, Kraven wears himself out, and pauses, exhausted. This is your chance—pounce on Kraven and unleash Spider-Man fury!

Deal as much damage to Kraven as you can while he is weakened. After a few combos, he'll start charging around the room again. Once more, avoid his rushes until he wears himself out.



Repeat this process a few times until Kraven's health is depleted, and this battle, and mission, are both complete!



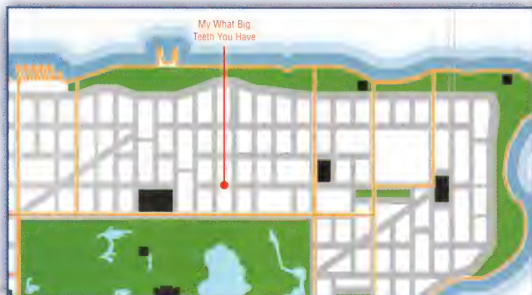
Mission 14: My What Big Teeth You Have

Mission Enemies

Mega Lizard!



Action Checklist



Mission Overview

With Kraven defeated, Spidey turns to aid the badly wounded Doctor Connors—but Spidey is too late. In a desperate effort to save himself from his wounds, he injects himself with a full vial of the transformative serum.

The overwhelming dose causes the Lizard to mutate and grow wildly out of control—the massive monstrous Lizard must be defeated swiftly!



Defeat Mega Lizard

Immediately after finishing Kraven off, you are thrust into a new battlefield against the mega Lizard. The room you must fight it in is spacious enough to allow for some web swinging, which is good, since the mutated Lizard is far too powerful to face in a stand up fight.

The room has four large electrical generators placed at the corners of the room, and two electrical control panels on opposite sides of the room. Take all that in at a glance, then turn your attention to the ravaging green monster trying to consume you...

This is your final battle against the Lizard, show your stuff!



MEGA LIZARD

The huge Lizard that you face cannot be injured by any of your normal moves, and can inflict serious damage on you if it gets too close.



Instead, you need to make use of the hazards provided in the room... You need to anger the Lizard into charging at Spidey (not hard), and then dodge out of the way (still not too hard), while directly in front of one of the generators (a bit harder).

Swing around the room until you have positioned yourself right in front of one of the generators with the Lizard on the *other* side of the room to give him incentive to charge you, and to give yourself plenty of time to dodge.



When you see him getting close to the generator during his enraged charge, dodge, jump, or swing out of the way. When the Lizard rams into the generator, he loses a good chunk of health.



Now, repeat the process one more time in front of any of the remaining three generators—this one is also nearly free.



Once the Lizard rams into two of the generators, he wises up, and no longer charges toward Spidey. This is where the fight becomes a little more tricky. Instead of luring the Lizard into charging, you need to deliberately get into melee range with him.

Yeah, a little suicidal, but you have some impressive agility—just

before the Lizard pulps you with a crushing blow, tap the onscreen button to trigger a cinteractive sequence.

Complete the sequence to mount the Lizard—but you're not done yet. Once you manage to get Spidey mounted on the back of the Lizard, you must stay balanced on the back of the raging monster, long enough to steer it into one of the two remaining generators. Keep your balance by leaning back and forth, keeping the onscreen indicator balanced between the two extremes.

Hold your balance long enough, and the Lizard gets close enough to one of the generators to trigger one final button push—do so fast enough, and the Lizard eats another mouthful of high voltage.



Unfortunately, the last surge trips the power in the room, and now there's no juice running to the last generator. Bad news, with the Lizard still rampaging around the room.

There is still a chance though—swing toward the switches on either end of the room. Land and approach one, then follow the on-screen prompts to flip the switch back. Make sure you do this while the Lizard is still far away—preferably on the other side of the room. If he's too close to you, swing away and try for the switch on the opposite side of the room. Once you get one switch flipped, repeat the process for the second.

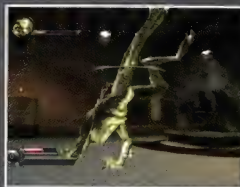


With both switches activated, the power is restored to the last generator in the room. Now you just need to mount the Lizard again!

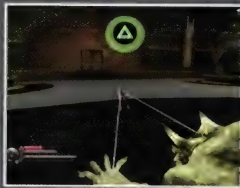
One final time, bait the Lizard into close range melee, trigger the cinteractive to get Spidey up on his back, then guide him around the room and into the last generator.



After the Lizard slams into the final generator, a cutscene triggers as the Mega Lizard smashes through the wall of the room into a subway channel, and is severely fried on the tracks.



He is not, however, killed by this—he reverts to human form, and has a chance to thank Spidey, for, well, electrocuting and beating him repeatedly. Nonetheless, the danger from the Lizard has been averted, and this mission is complete!



Mission 15: Lizard Leftovers

Mission Enemies

Lizard Fodder



Lizard Dodger



Lizard Spitter

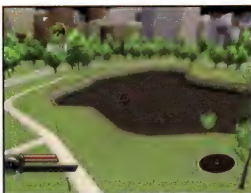


Action Checklist



Mission Overview

This mop-up mission is a quick cleanup of the remaining lizardmen still roaming the streets of Manhattan. Once you start the mission, follow the onscreen point of interest indicators to lead you to the lizardmen and then deliver a thumping.



Hunt down the lizardmen

There are seven very small packs of lizardmen remaining in the city—follow the indicators to each group and mop them up.



After the last several missions, this should be a breeze for you, particularly if you've been powering up Spidey's various abilities on the experience web.

Feel free to use the Black Suit, burn Adrenaline, and generally smash your way through the feeble lizards—it should only take you a few minutes to clear them off the city streets. If you do take any heavy damage (not too likely, given the opposition), they do drop Health pickups to restore your fighting form.



Sit back and watch the show, this brief mission is finished, and the city is now safe from the threat of the Lizard (and his lizardmen minions).



There are, of course, other threats to the city, and to Spidey. If you're feeling the need for a breather after the rush of boss battles, and time in the sewers, take a break and set out for some gang cleanup. Tackle some Crime Patrols and City Alerts to help out the good citizens of the city, and earn Spidey some hero points to fill out the experience web a bit.

Once you're ready to resume the story, pick it up again at Mission 16, as a new threat arises, one known as Morbius, the Living Vampire...

Visit Doc Connors

Once the lizardmen mess is cleaned up, it's time to go see the Doc. Specifically, head to Curt's office and trigger a cutscene, as Spider-Man visits Curt to ask him about the strange black substance that has bonded with his suit.



Mission 16: Wild Bat Chase

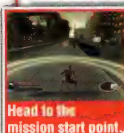
WALKTHROUGH
PS2/Wii

WILD BAT CHASE

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16

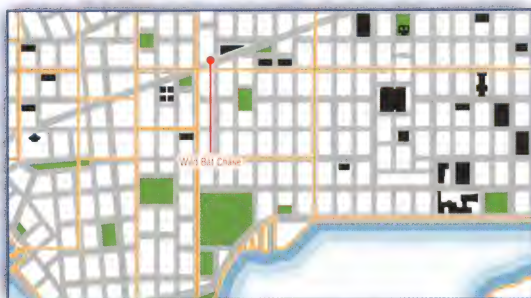
Action Checklist



Mission Overview

The rumors of vampires on the streets might be just that—or they may be more. You need to investigate, and Jonah wants pictures!

This mission is short, but it sets the stage for the next major story arc, involving Morbius, the Living Vampire.



Reach Central Park

When you begin the mission at the Daily Bugle, you are dropped back into the city during the day.



Immediately make your way to the point of interest where the mission actually begins—just north of Central Park. Swing your way there and prepare for some fun!



Spidey gets the bright idea of listening in on the Police chatter—perhaps they'll hear of a sighting.

Hop on a Police Cruiser

A hud indicator pops up, showing the location of a nearby police cruiser to the east. Swing over to it, and then drop down in front of the car to stop it from moving.



Vault up onto the hood, then tap the Interact button to sit on the hood (yes, this is somewhat graceless, but it's easier than trying to jump or swing onto the roof!).

Once Spidey is comfortably situated on the roof, listen in on the officer's discussion. They chatter a bit while driving around, but then a report comes in over the radio about a strange sighting near the university district... Time for you to move!

Locate Morbius

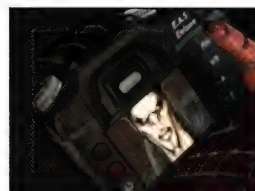
As soon as you hear the news, a timer starts up—you only have a few minutes to reach the university district before the supposed Vampire sighting goes cold.

Quickly swing your way over to the northwest of the city. Once you get close enough to the target on your hud, a cutscene triggers, as Spidey has a close encounter with the nightstalker, Morbius the Living Vampire.



The encounter is inconclusive—but at least Peter gets his shots...

Continue your investigation of this nocturnal menace in Mission 17.



Mission 17: By the Dawn's Early Light

Mission Enemies

Morbius, the Living Vampire



Action Checklist

Visit Doc Connors.



Defeat Morbius!

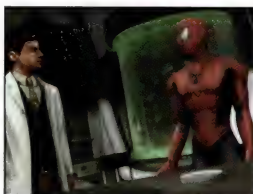


Mission Overview

This time around, your encounter with Morbius is far more than a fleeting glimpse of some pale skin and fangs, as you directly encounter and battle the Living Vampire.

Initially, the mission begins with a visit to Curt Connors's office on the university grounds, in an effort to figure out what the strange black substance is.

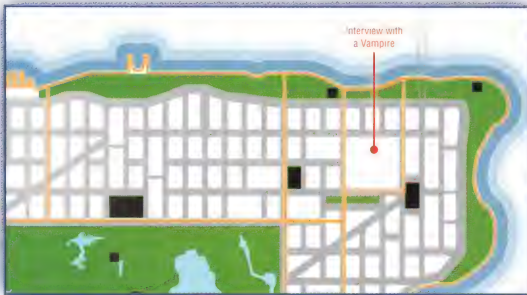
However, it quickly turns into a challenging boss battle against Morbius the Living Vampire. This fight is a multistep challenge, and Morbius is a good bit more dangerous than the other boss foes you have fought up to this point in the game.



Meet Doc Connors

To begin the mission, head over to the mission start point on the university grounds. Doc Connors is catching some much-needed sleep as Spidey finds him conked out at his desk. Spider-Man takes on the research alone as Connors leaves for the night, but his late-night work is interrupted by a scream!

Spidey rushes to investigate, only to discover that the fleeting encounter with the vampire on the campus in the previous mission was just a taste of the danger presented... Morbius quickly attacks Spidey, and the fight is on!



Defeat Morbius

MORBIUS, THE LIVING VAMPIRE

Morbius is a fearsome adversary, as he cannot be harmed at all while it is night out! The first stage of the battle is simply surviving and avoiding his attacks, while trying to buy time for the sun to rise.



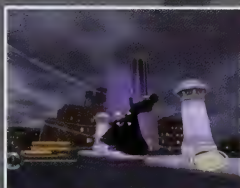
The battlefield for this duel is atop one of the university buildings. In the center of the rooftop, four small columns are placed equidistant from one another, and at the corners of the roof, there are four large columns.



Morbius constantly comes at you, lunging from a distance, and performing a damaging combo attack at close range. If he lunges, dodge. If he starts to hit you with the combo, dodge out of it before you take the full force of the entire chain.

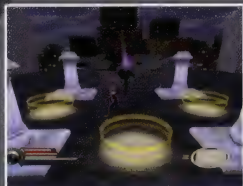


Periodically, Morbius floats up into the sky, and rapidly shifts to one of the cardinal directions while floating. While he's doing this, quickly move between the four small columns in the center of the roof.



There is an interactive point between each pair of columns; tap the Interact button at each point to create a web. The trick now is to lure Morbius into slamming into the web...

Watch his position in the sky; you want Spidey to be standing directly *between* Morbius and the web. Get ready to dive as the vampire begins his deadly dive toward Spider-Man and execute your evasive maneuver at the last possible moment. This should force Morbius to become stuck in the webbing. If you stand behind the web, there's a good chance that Morbius will figure out your tactic and change positions.



You need to repeat this process three times—and to complicate matters, Morbius can and will destroy your webbing while he is landed and attacking.



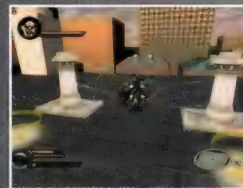
Use frequent jumps and the columns themselves as cover to avoid Morbius' onslaught while he is grounded. When he takes to the air, quickly replace any lost webs and jump into the center of the columns so that you can face (and dodge) Morbius no matter which direction he dives from.

Once Morbius has been caught in the webbing three times, the sun finally comes up—now you can actually damage Morbius!



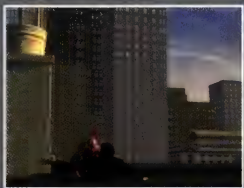
Be careful though, as Morbius is still just as damaging as he was at night, so dodge his attacks (or his lunge) before you move in to perform any combo attacks. Now is the time to use your Black Suit.

During the day, when Morbius takes to the air, he's still susceptible to your webbing when it's placed as a trap between columns. He's open to a few shots if he becomes stuck. Beware! You can't abuse this tactic indefinitely. After getting caught in the webbing a few times, Morbius breaks not only the webbing, but also one of the columns to which it's anchored, preventing you from using that side again.



Repeatedly dodge and attack Morbius—if he takes to the sky and dives at you, watch your Spider-Senses and dodge out of the way. Resume the attack, when he lands.

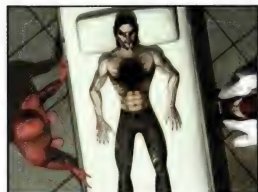
When Morbius' health finally gets low, a cinteractive sequence is triggered, as Morbius leaps up one of the outer (larger) columns, and then dives toward Spidey. Follow the on-screen prompts to dodge Morbius' dive, then lasso him with webbing and slam him back onto the rooftop.



Once he's back on the roof, resume the attack.

You may need to repeat the cinteractive a few times before Morbius' health is finally depleted, but once it is, this battle is won—Morbius is knocked out.

Talk to Curt and Michael



After the battle with Morbius, Spidey takes Morbius into custody and brings him to see Curt. After the battle, Morbius begs for Spidey's assistance, and Curt claims he recognizes him as a renowned geneticist named Michael Morbius. Morbius says that his wife is responsible for his vampirism, and he needs Spidey to help track her down.

This mission is done, but you still need to help Morbius by finding his wife—head to Mission 18 to start looking!



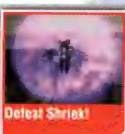
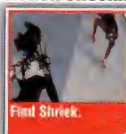
After completing this mission, you can continue the Morbius storyline with Mission 18 – “Enter Shriek”, or move on to the next mission from the movie storyline, Mission 21 – “Stunt Double”.

Mission 18: Crowd Control

Mission Enemies



Action Checklist



Mission Overview

Michael Morbius has begged for Spider-Man's assistance in curing the vampiric curse that afflicts him. He claims that his wife, Shriek, is responsible for the transformation. This mission introduces the very unfriendly lawfully wedded wife of Morbius, and she is quite mean; though why she is acting in this way is not immediately clear.

Initially, you must simply travel to the mission point of interest to confront Shriek. Then you must defeat her minions and rescue several endangered civilians—finally, Shriek herself must be dealt with.

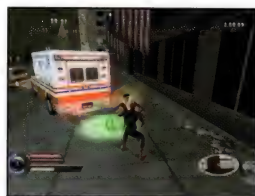
Find Shriek

Locating Shriek is easy enough—start the mission and follow the point of interest!

When you meet Shriek, a cutscene triggers, as Shriek taunts Spider-Man and sends her Waste Tribe minions after him. Cooperative, she is not.



Quickly land and web up the three gaping holes in the tanker truck, then pick up the citizens one at a time and swing them over to the nearby ambulance. Drop one off, return, then save the second one.



Once you regain control of Spidey, Knock out the few thugs she sent to distract you, then quickly swing toward the next mission marker on your HUD—a cutscene shows Shriek performing some sort of strange mind control ritual on the civilians in the area, utilizing an obelisk. You need to save the citizens!



Now you can turn your attention to the Waste Tribe goons scattered around the intersection. This is quite a brawl, as the Waste Tribe Bruisers require a good bit of thumping to knock down, and there are numerous targets to begin with.



Defeat Shriek's Minions

Swing over to the next exclamation point hud marker to quickly reach the citizens that Shriek has mind controlled. They are located at an intersection in the city, walking into a wrecked tanker truck carrying some form of noxious chemicals!



Make liberal use of Spidey's agility, jumping constantly to perform web attacks from the air, and use Web Splats periodically to distract enemies, particularly Dodgers.



Use the Black Suit and Adrenaline moves to clear out groups, and once the whole pack of Waste Tribe is defeated, one final mission marker points the way to your confrontation with Shriek.



Defeat Shriek

SHRIEK

Shriek's powers include levitation, much like Morbius, but she is also capable of launching devastating sonic blasts at Spidey. These shockwaves can deal damage even if they impact nearby, but they are telegraphed via Spider-Senses, and can be dodged if you are quick.

The battle against Shriek takes place high atop a skyscraper, with the strange giant obelisk located in the center of the rooftop. At the four corners, there are four satellite dishes, which are important in your battle against Shriek.

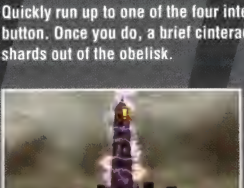
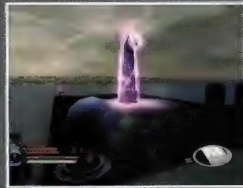
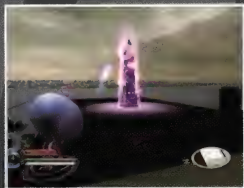
Studded along the sides of the obelisk in the center of the rooftop are four jagged shards of the strange meteorite that Spidey's Black Suit came from—and if you noticed during the cutscenes, a similar substance seems to be covering part of Shriek's body.

These shards are the key to Shriek's powers, and they must be removed from the obelisk. Unfortunately, it is surrounded by a coruscating force field of purple energy, and touching it simply causes pain.

In order to remove the meteorite fragments, you need to make use of Shriek's own powers—her sonic blasts can be reflected at the obelisk!

To do this, you need to move into one of the corners of the roof, right in front of one of the satellite dishes, and then wait for Shriek to launch a sonic blast. When she does, quickly dodge out of the way.

The dish acts as a shield, reflecting the blast right into the obelisk. When it does this, Shriek is momentarily stunned, and you have a chance to dislodge one of the four meteorite fragments.



Quickly run up to one of the four interactive points that appear around the base of the obelisk, and tap the Interact button. Once you do, a brief interactive sequence triggers. Rapidly mash the buttons indicated to yank one of the shards out of the obelisk.

Once this is done, return to dodging Shriek's sonic blasts, position yourself in one of the corners again, and repeat the process.



Shriek doesn't mix up the fight, so it's straightforward once you get the initial pattern down. Dodge her blasts, reflect them to the obelisk, yank out a meteorite fragment.



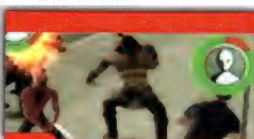
Once all four chunks are removed, Shriek withdraws—not exactly the result you were hoping for, as Morbius still needs her aid.

After the battle, in a brief cutscene, Spidey says he should probably get back to the lab to talk to Curt and Michael about the events that just occurred—indeed, do so, and move on to Mission 19!

Mission 19: Tribal Takedown

Mission Enemies

Waste Tribe



Action Checklist



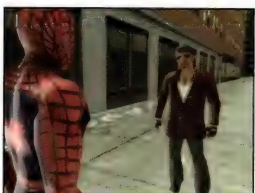
Mission Overview

Checking in with Doc Connors, Spidey finds that Michael Morbius's condition is worsening, and the need to find Morbius' wife and enlist her aid is becoming urgent. This mission is reminiscent of Mission 12, "The Unusual Suspects" in that you must perform a series of Crime Patrols. This time, however, it's on Waste Tribe territory hoping to find clues leading to Shriek's hideout.



Waste Tribe Crime Patrol Duty

Once you begin this mission, check your city map; the Waste Tribe informant locations are now marked with question marks. Make your way to the closest marked informant, and begin a Crime Patrol mission.



Again, these are the usual random selection of Crime Patrol missions—you must stop Waste Tribe antics in the city, be it whacking a few of their gang members, recovering stolen property, or preventing a bombing.



After repeating this process a few times, you discover the clue you were looking for—a series of strange meteorite fragments, similar to the ones that Shriek was drawing her power from on the obelisk.



Finding the Hideout

Once you receive the first shard clue, follow the points of interest on the screen that lead to each shard. Swinging along the trail left by the strange shards leads you out across the bridge from Manhattan and closer to Shriek's hideout.



Once you complete the Crime Patrol mission, the location, and several locations near it are crossed off on the city map. Check the map for another Waste Tribe location with a question mark, and make your way over to perform another Crime Patrol.



Once you find the last cluster of shards, her hideout has been located; now you can return to Morbius, pick him up, and bring him to her lair!

Follow up this mission immediately with Mission 20 to begin the final showdown with Shriek, and the last in the Morbius line of missions.



Mission 20: Family Reunion

WALKTHROUGH
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FAMILY REUNION

Mission Enemies

Shriek



Morbius



Action Checklist



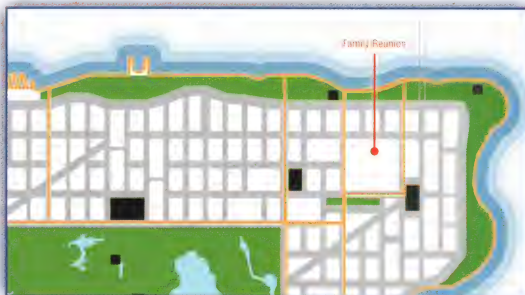
Mission Overview

With Shriek's hideout located, Spidey must take the ailing Michael Morbius to meet his wife, in the hopes that she can remove the vampiric sickness that afflicts him.

However, things go very wrong when Spidey brings Morbius into contact with Shriek, his wife. Shriek enhances Morbius' vampiric bloodlust, and they attack Spider-Man together!

This mission is one of the longest and most difficult boss battles in the entire game. If you find that you are having too much difficulty tackling the combined team of Shriek and Morbius, you may want to take some time out to tackle more Crime Patrol and City Alert missions. Stock up on some extra Hero Points and drop them into the experience web to beef up Spidey's power.

You can take them down with careful play, even if you've done no extra missions up to this point, but powering Spidey up is always an option if you're having too much trouble.



You only have a short time to reach the hideout, but there is no interference, so you should have an easy trip. Once you arrive at the hideout, a cutscene triggers.

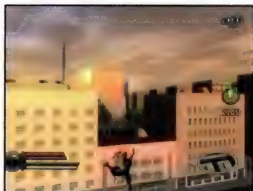
Spidey brings Morbius into the hideout, where Shriek is lounging with some of her Waste Tribe flunkies. Spidey asks her to help her husband. Unfortunately, Shriek's tender ministrations are not what Spider-Man or Michael Morbius were hoping for...

Shriek infuses Michael with more of the dark power that is fueling his vampirism, and forces him to attack Spidey!



Bring Morbius to Shriek's Hideout

As you begin the mission, Morbius is lying on the ground beside Spidey. Quickly pick him up and start swinging towards Shriek's hideout; the location is indicated by a point of interest on your HUD.



Defeat Morbius

MORBIUS AND SHRIEK

The room that you must battle the lethal team of Morbius and Shriek is a fairly large, square warehouse area. There's plenty of room to dodge and move around, which is good, because both Shriek and Morbius are coming at you at the same time.



Although both Shriek and Morbius are attacking you at the same time, you can only actually attack Morbius, who is fighting you from the ground (no floating this time around). Shriek on the other hand, is hovering over the battlefield, protected from any attacks by a force field. She periodically attacks with devastating sonic shockwaves from above, all the while Morbius threatens you from the ground.





In the relative darkness of the warehouse, Morbius himself is surrounded by a sinister purple aura, and is also immune to attacks. There is however, a ray of hope (quite literally). At the edge of the room, two beams of sunlight pierce the gloom, creating twin pools of light on the ground.

By luring Morbius into these lit spaces, you can weaken him enough to quickly attack with one or two combos. You could do more damage in theory—but Shriek won't let the battle go your way that easily. Shortly after you damage Morbius, Shriek uses her telekinetic powers and seals up the window you used to burn Morbius.



With the light removed, Morbius is once again invulnerable. There is still a chance! With the windows sealed, an interactive point appears where the light was hitting the ground before. Using this point allows you to yank the boards blocking the window off with webbing.



The tricky bit about removing the boards is that if Morbius is at range, he'll perform a leaping lunge, and knock Spidey out of the way. Similarly, Shriek's periodic sonic blasts from the air can ruin an attempt to remove the boards.

To avoid either situation, wait until Shriek launches a blast, and either dodge Morbius' lunge once, or lure him away from the windows and then quickly swing or leap back to them. Shriek's attacks don't occur frequently, so once you've evaded one blast, you're safe for a short time, easily long enough to remove the boards. Morbius is a bit more tenacious, but he can be lured away long enough to remove the boards.

Once the light is restored to the room. Get either in the light, or on the opposite side of the light from Morbius, and bait him into lunging (or simply stepping) into the light. Once he does, quickly follow up with a flurry of attacks to damage him.



Repeat the process of removing the boards and pummeling Morbius when he is vulnerable. Once Morbius' life is drained, you... actually still aren't done. As soon as Morbius falls, Shriek again infuses him with power, restoring his health to full.

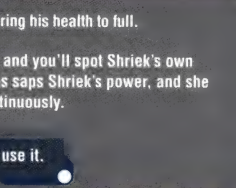
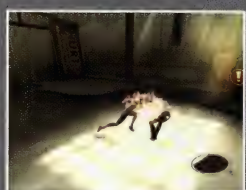
All is not lost however—watch carefully, and you'll spot Shriek's own energy decreasing. Replenishing Morbius saps Shriek's power, and she cannot maintain the power infusions continuously.



There's a single Health pickup in the room, save it until you really need to use it.

Once more, return to battling Morbius and luring him into the light to damage him. Continue damaging him, even after Morbius' is restored to full health. Keep the pressure on long enough, and Shriek's considerable reserves of energy are finally depleted. Morbius falls, but Shriek is not defeated yet—she flees deeper into the warehouse.

Quickly pursue her! This fight isn't over yet.



SHRIEK

Follow Shriek down the hall that Shriek escaped into. As you run down the hall, things start to get—strange. The screen begins to blur, Spidey hears MJ calling for help, and then the screen fades to black...

Shriek apparently has powers over the mind as well as her other talents, and she uses them to first blast the Black Suit off of Spidey, and then summon forth images to attack him, images of J.J., MJ, even Harry and his father.

When you regain control of Spidey, you're in another, smaller room in the warehouse, with the images that Shriek created attacking you.



These images are nothing to be concerned about; they fall apart after one hit. They do however continue to appear, even if defeated. Use them to build up Adrenaline or simply climb up on a wall and take a breather while the Black Suit recharges.



Now is your chance. Ignore the gang members, you need to damage Shriek while you can. Rush her and repeatedly combo her, deal as much damage as you can. After a few combo strings, Shriek blasts Spidey's suit off again, and the images reappear.

After a minute passes, you can put the Black Suit back on. Before you do, drop down roughly in the center of the room. 45 seconds after you put the suit on, the images vanish, and are revealed to be Waste Tribe thugs, and Shriek herself.



There is a single Health pickup in this room, much like the first fight, so save it until you need it.

There's only one other wrinkle in this fight, as after the first time you put the Black Suit back on, Shriek occasionally charges and releases a blast of damaging energy. You can avoid this by quickly dodging or jumping as soon as you see the purple sphere surround her.

Repeat the pattern, avoiding the images after Shriek removes the suit, then swiftly re-engaging after you put the suit back on, and damaging Shriek as much as possible.

Spidey attacks Shriek, but Morbius intervenes—he doesn't want his wife hurt. Shriek seems to come back to her senses, freed of the influence from the black substance covering her body. She swiftly uses her remaining power to heal Morbius, and then collapses.

Spidey brings Morbius and Shriek back to Curt's lab, where Curt says Morbius will recover from his affliction. Shriek however, has apparently been infected by some sort of alien entity, the same one that has bonded with Spider-Man.

Spidey believes that the sound waves that Shriek was using may be a clue to removing the entity, parasite, or whatever it is permanently.

With that development, this mission, and the Morbius story arc is complete.

Continue on to Mission 21 to begin the final series of main storyline missions!



Mission 21: Stunt Double

Action Checklist



Set up the cameras downtown.



Swing a pedestrian past the cameras.

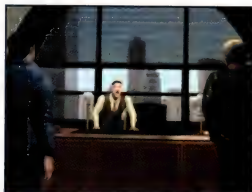


Locate and confront the Spider-Man imposter.

Mission Overview

This mission is a marked departure from the difficulty of the previous battles against Morbius and Shriek. Think of it as a breather before the endgame rolls in on you.

When you start the mission, another “quiet” day at the Daily Bugle is in



progress, as Jonah rants and raves about finding some dirt on Spider-Man in his menacing new Black Suit. Surely there is some way to snap some shots of an “evil” Spidey? Or at least, not a friendly one. That’s the challenge presented to you here—some quick camera work and a bit of web swinging are all that is required to complete this quick interlude.

Set up Cameras Downtown

Your first task is quite simple—you need to set up a few cameras downtown (four in total), as you’re going to use them to snap some pictures of yourself!

Follow the onscreen indicators to place the cameras on the sides of several buildings downtown. Once they’re in place, you just need to find a “victim” to film.

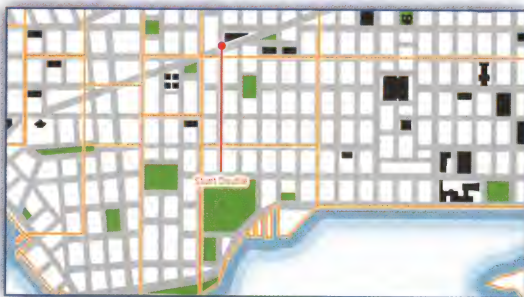


Find a Pedestrian to Take for a Ride!

After the cameras are placed, change into the Black Suit and follow the onscreen indicator to a nearby civilian. Spidey asks if he’s up for a ride, and the citizen agrees (little does he know what he’s in for).



Pick him up, and a new point of interest marker appears, this time directing you back past the cameras you placed a moment ago.

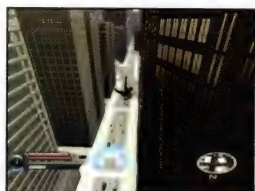
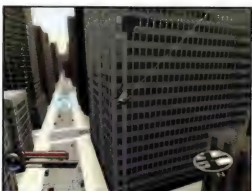


The targets this time are large blue target circles, like the ones in any Trick Race, or the swinging tutorial on the second mission. The first three are simple—swing through the targets.

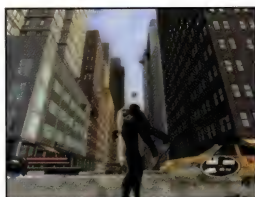


As you swing past the targets, the cameras automatically snap shots of Spidey web-slinging, while he holds his “hostage”, who grows increasingly nervous as you swing wildly through the streets.

For the final target, you need to actually drop *into* it from above, rather than swinging through it. Simple enough. Climb up a nearby building, then drop down through the last target.



When you hit the ground in the Black Suit, it creates an impressive crater, and the camera grabs some snazzy action shots.



Find the Spider-Man Imposter

After the joyride for the citizen, a short cutscene triggers. Spidey lets him go, but a cop runs up and says there's another Black-Suited "Spider-Man" running amok, mugging people!

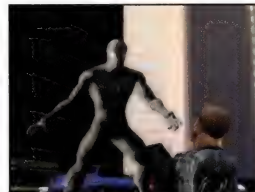


You need to find this imposter. Follow the onscreen marker to his location. When you arrive, another short cutscene ensues; the imposter has assaulted a woman and stolen her purse.



Follow the onscreen indicator a short distance to find the imposter. Smack him once (all it takes!), and surprise surprise, the imposter is revealed to be Brock. One final cutscene triggers, and the fallout from this little affair is bad for Brock; so bad in fact that he gets fired. It's bad for Peter too, as he's now made a serious enemy...

After the mission, Peter mentions that MJ's favorite band is in town. You need to grab tickets for the both of you. On to the next mission!



This is the one and *only* place to get an Eddie Brock picture in the entire game! Don't miss this fantastic opportunity!

Mission 22: My Way or the Subway

Mission Enemies

Sandman



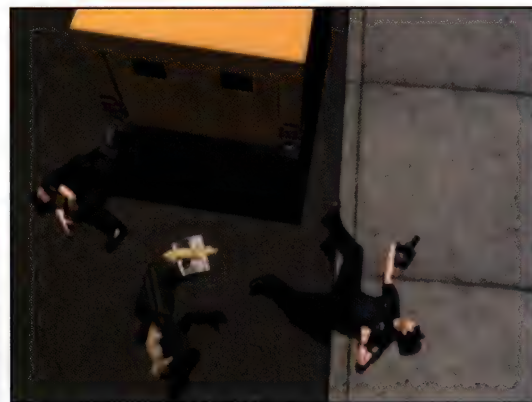
Action Checklist

Defeat Sandman!



Mission Overview

Before you have a chance to grab tickets for MJ (or do much of anything else), a serious new threat presents itself. The transformed Flint Marko—alias Sandman—robs an armored car downtown and Spider-Man is around to see him do it. Your first encounter with Sandman is a violent one, and this mission is a singular boss battle against him.



Defeat Sandman

As the mission begins, Peter sees Sandman running off into the subway system with loot from an armored car, and quickly swings after him.

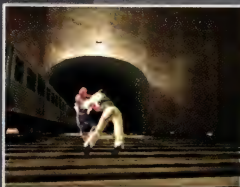
When you gain control of Spidey, you're down on the train tracks in pursuit of Sandman, and the fight is on!

The battle begins on the subway tracks beneath the New York streets. Sandman is a very dangerous foe—as his body can instantly morph to a fine dust when attacked, he's impossible to damage while he's alert to Spidey's attacks.

Instead, you're going to have to come at him in a rather different manner—use his own strength against him. The battlefield for this fight takes place on the tracks, and they are active, as subway cars periodically zip past on the tracks.



To damage (or even make an impression on) Sandman, you need to use the subway cars as a weapon. Wait for a series of cars to begin passing nearby, then get *close* to Sandman.



While in this position (close to Sandman, and subway cars going past), wait for Sandman to throw a strong punch at Spidey. When he does, quickly tap the onscreen button (sort of a mini cinematic sequence).

Achieve this tricky combination, and Spidey catches the punch and tosses Sandman right into the side of the subway cars!

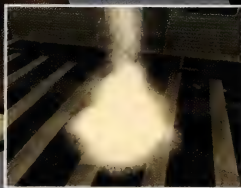


This doesn't defeat Sandman, but it does make an impression—he turns fully to sand and slips through the cracks in the tracks to the next level down.

Follow him down (carefully!), by dropping down from the edge of the tracks to the next level of tracks visible below.



Twice more, repeat the process—catch Sandman's attack and toss him into a passing subway car. Succeed in this three times, and Sandman again turns to sand and drops deeper into the subway tunnels, this time ending up in a small chamber deep the streets.



There's a health pickup here, grab it if you took too much damage trying to toss Sandman, you want to be topped off for the next stage of the battle.

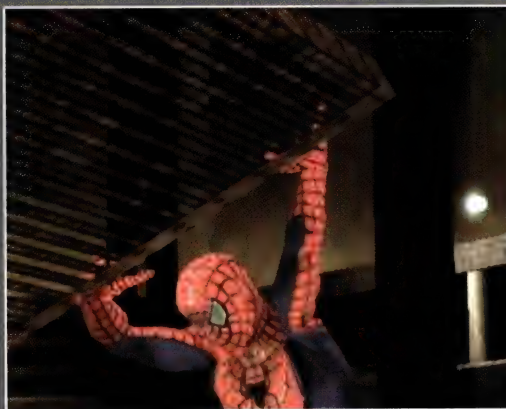
Take note of the only unusual feature in the room; there's a small ledge on one side of the room just above a large water pipe.

Now you're going to have to fight Sandman in close quarters, with no tricks (or, at least, none involving fast moving machinery). Transform into the Black Suit—otherwise you can't even harm him.



While transformed, you can injure Sandman slightly—he's vulnerable just after performing an attack. Sandman's strikes are damaging, but are telegraphed well in advance, so you can swiftly evade them by dodging.

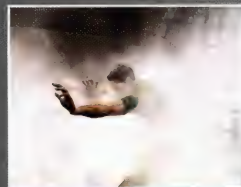
Ideally, you want to vault over Sandman and get in a short combo, then quickly dodge away and wait for him to attack again. If you miss a vault, as long as you dodge or jump away from his attacks, you may still be close enough to get in a short combo before he reverts to a ready pose. While he isn't attacking, don't bother swinging—he'll just turn to sand beneath your hits and then counter-attack.



After damaging Sandman a bit, he becomes enraged and transforms into a lethal whirlwind of sand. You can't fight him while he is transformed! Quickly leap up onto the ledge on the side of the room, and an interactive point appears over the water pipe. Interact with it, then follow the on-screen prompts. Do this fast enough, and the pipe opens up and douses Sandman, stopping the whirlwind.

Now hop back down into the room and resume the slow chipping away of his health. You must repeat this process twice more, drenching Sandman each time he becomes a whirlwind, then getting back into close range melee, dodging his attacks, and getting in a few hits after he misses a swing.

When you finally manage to deplete his health fully, he transforms to sand and escapes—he is beaten, but still at large. Your work here is done, for now.



Mission 23: My Dinner with MJ

Mission Enemies

A few gang members



Action Checklist



Take MJ home.



Get rid of the Black Suit.

Mission Overview



Spoiler Warning!

Be careful, major plot details are revealed during this walkthrough.

This brief mission is a prelude to the final encounters in the last mission of the game. Peter meets MJ for what should be a romantic dinner, but the influence of the Black Suit is beginning to seriously affect Peter's behavior...

After the dinner, you must take MJ home, then get rid of the Black Suit once and for all.



Take MJ Home

The dinner went horribly and MJ demands to be taken home. Pick her up, then start swinging. You cannot remove the Black Suit during this sequence.

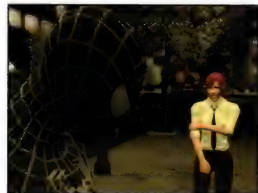


When you get close to home, Spidey spots some thugs in the street brawling. Engage and defeat them quickly. Peter seems to be reveling in the power of the suit, and MJ is aghast at his behavior.



After the thugs are defeated, drop MJ off at the point of interest in front of her house. Once you do this, another cutscene triggers.

Peter realizes how badly he's been behaving, and that the Black Suit is affecting his emotions and behavior far too much. It must be removed!



Lose the Suit!

Spidey gets the idea of using sound waves from a large bell to tear the suit off. Swing over to the bell tower to trigger a final cutscene.



Brock sees Spidey going into the bell tower and follows him from below.



The bell begins to toll, and Peter tears the Black Suit off, but as it comes off of him, it falls to Brock, far below. The creature known as Venom has been born...



Some time later, Brock as Venom meets Sandman, and asks that he help to kill Spider-Man. Sandman initially is reluctant, as he is no killer, but Venom has his child held hostage, and forces him to help.



Afterwards, Spidey mentions he'd like to go home to rest. If only...

This mission is complete, and the stage is set for the final confrontation in the last mission of the game.

Mission 24: The Final Showdown

Mission Enemies

Venom



Sandman



Action Checklist



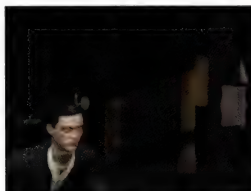
Defeat Venom and Sandman!

Mission Overview

The final battle with both Venom and Sandman occurs in this, the last mission of the game. You must battle first Sandman, then Venom (with some help from Harry Osborn), then Mega Sandman, and finally, an even more powerful Venom, with no help from Harry. It's a marathon of bosses, and it tests all of the skills you have learned over the course of the game.

As Venom holds both MJ and Sandman's kid hostage, he lures Spider-Man in, and the long series of boss battles begins. If you find this string of fights too difficult, take some time out to perform Crime Patrol and City Alert missions until you feel comfortable with Spidey's level of power.

Get ready...



Defeat Sandman

The stage of the final battles is a construction site; Venom has webbed up a car in the uncompleted building with MJ and Sandman's child trapped within. While news cameras catch the incident, Venom webs a threatening message for Spider-Man for all to see. Spidey has no choice but to swiftly travel to the construction site.



But Spidey isn't the only one who sees the news. Harry Osborn in his hospital bed sees what is happening, and has a serious change of heart—he rushes to Peter's aid.

As the mission begins, swing quickly to the construction site. When you get close, a brief cutscene triggers, and Venom appears. Spidey asks where MJ is, but Venom ignores him and orders Sandman to kill Spider-Man. The first battle begins.



The battlefield for these combats is a wide open lot beneath the incomplete building. There's plenty of room to evade, take advantage of it.

SANDMAN

As the fight begins, Sandman immediately transforms into the same whirlwind form he used during Spidey's first encounter with him.

While he is transformed, he is completely unlovable; your only chance is to disrupt his rampage.



As Sandman spins around the lot, his whirlwind gathers up debris from the construction lot—including explosive canisters.



Jump away and keep your distance from the whirlwind - eventually, one of the canisters gets close enough that you can web it - wait for the Web button alert to appear on the screen and tap the button to toss the canister into the heart of the whirlwind.



When the canister impacts, the explosion stuns Sandman briefly, just long enough to stop his whirlwind transformation. This is your chance! Leap towards Sandman and quickly pummel him with your hardest combos.

You can only get a few hits in before he again turns into a whirlwind of stinging sand. Again, keep your distance until you get a chance to toss an explosive into whirlwind.



Keep up the rhythm, dodging the whirlwind and then swiftly counter-attacking when you break the whirlwind. Repeat the pattern until Sandman's health is depleted. Once it is, a brief cutscene triggers, as Sandman detonates in a shower of sand.





Defeat Venom with Harry's Help

With Sandman defeated (for the moment at least), Venom engages Spider-Man. This time however, you don't fight alone. Harry shows up on his glider to help.

VENOM

Venom is just as fast as Spidey, and very damaging. You must use all of Spider-Man's agility and evasive power to avoid getting hit by Venom's attacks and combos.

Venom has three modes during this fight. In his Normal Mode, he can be knocked over like any other enemy and Spidey should definitely take advantage of this. However, as the fight wears on, Venom can also attain an Enraged Mode of his very own (much like when Spider-Man donned the Black Suit) in which he can't be interrupted by attacks. Obviously, he's extremely dangerous in this form and should be handled with extreme care.

Finally, his Final Mode is the one that he'll assume during the majority of the fight and it's in this mode upon which our strategy below is based.

Oddly, the safest place to be while fighting Venom is close to him—this makes it easy to Vault over him and dodge his attacks. If you try to get far away, Venom performs a ground based Web Zip, quickly closing the distance and attacking.

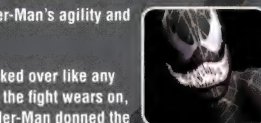
Stay close to Venom, dodge his attacks, and follow up with short combos. Don't use your longest combo chains, or you risk being painfully interrupted.

If you do get hit, dodge immediately to roll out of any potential follow up hits to minimize the damage taken, then get your balance back and resume the pattern of dodging and counter-attacking.

As Venom takes damage, the symbiote bonded to him weakens its grip, visibly losing attachment to Brock's body. Once he takes enough damage, you have a chance to enlist Harry's aid—when Venom draws near, a brief cinerative occurs, tap the indicated button to knock Venom up into the air, where Harry performs a swooping attack.



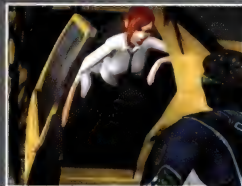
When Venom hits the ground again, the symbiote is restored, and you must again engage in close melee combat with him. You must continue the brawl, knocking Venom up for Harry to attack as you weaken Venom.



When Venom's health drops to empty, you can end the battle by knocking him up one final time. With Venom defeated, another cutscene triggers.



Harry quickly swoops to the webbed up car and rescues both MJ and Sandman's child.



Defeat Mega Sandman

Unfortunately, while Harry has saved them both, Sandman is not aware of this—Venom tells him that Spider-Man has killed his daughter. Sandman becomes enraged, and draws in all the sand on the lot, forming into a monstrously huge humanoid formed of sand.





It is utterly impossible to deal any damage to the immense form of Sandman while he is raging with any of Spider-Man's normal moves.

Instead, you must once more rely on the aid of Harry to defeat him.



As the fight begins, get some distance from the base of Sandman's form. Watch his arms for his attacks—he performs several different crushing offensive moves. At a distance, he sends one of his arms into the ground, and a few seconds later, it rushes up from the ground beneath Spidey. To avoid this, jump repeatedly when you see the arm go into the ground.

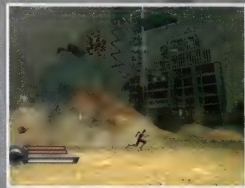
If you are fairly close to the base of Sandman, he performs a sweeping smash with one of his arms, either to the left or the right. You can easily avoid this attack by timing a dodge—you can roll right through his fist if you time it right.

Finally, if you are in front of Sandman, he attacks with both fists in a massive ground slam. The best way to avoid this attack is to simply not be there when it lands—leap quickly away from Sandman.

Now, to actually have any hope of defeating Sandman, first you must avoid several of his attacks. After dodging a few of his moves, if you end up out of his line of sight for a moment, he loses track of you.

When this occurs, four interactive points appear on the battlefield. Quickly move to one of them (one on each side, two in front of Sandman) and tap the interact button. Once you do, Harry swoops down and drops off an explosive barrel onto the battlefield.

You must now quickly perform the bomb-tossing button sequence that you used many missions ago against the Mad Bomber, or during some Crime Patrol missions. Tap the Interact button in time with the onscreen indicator. Do this quickly enough, and Spidey tosses the explosive barrel right into Sandman.



One just isn't enough to defeat Mega Sandman however, and you must again dodge his sweeping blows before you get another chance to drop another barrel.



When you finally hit him with four barrels, the fight ends, and another cutscene triggers.

Harry is about to finish off the massive form of Sandman with the explosives, but Venom appears again and tosses Harry into the huge form of Sandman, as a huge explosion rips through it.

Defeat Venom alone

Finally, you must face Venom alone. What has become of Harry and Sandman is unknown, but Venom is determined to defeat Peter Parker, and you must stop him once and for all.





The basic nature of this fight has not changed, but the battlefield is now littered with flaming wreckage from the fight with Sandman—watch your step.

Venom is, if anything, a little faster and stronger this time around. He's very aggressive, performs a damaging combo attack on the ground, can leap up and pound the ground dealing area damage, or Web Zip from a distance and follow up with a devastating blow. Once again, watch out for Venom's three modes. If he becomes enraged, do your best to avoid him and continue damaging him from afar when possible.

To damage him, the safest method is to continuously jump and dodge away from his attacks until you see him begin his long ground combo. Once he does, wait until the last swing (you can hear it happen, as it makes a distinctly different sound than the first parts of the combo), then engage him and quickly perform your own combo.



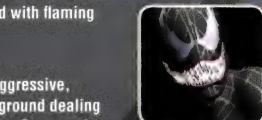
Venom's combination attack is very damaging, if you start to get hit by it, immediately cancel the combo by dodging out of the hits. Done fast enough, you can avoid the bulk of the damage from the combo.

If you do get hit by a single hard knockback hit, you can still dodge or jump immediately upon hitting the ground to leap up and rejoin the fight. Try to avoid fighting with your back to any of the flames in the yard, to avoid a damaging knockback followed by a painful immolation.

If you see him jump into the air to ground pound, dodge away from the hit, then quickly reverse direction and attack him immediately after he lands to get in a combo.

This attack staggers Venom for a second, take advantage of the stun to land as much damage as you possibly can. If you've charged an Adrenaline Attack, now is the time to use it.

As in the first fight, the symbiote attached to Brock begins to lose its grip as he takes damage. When he takes enough damage, a point of interest appears in the corner of the construction yard. Swiftly move to it and tap the Interact button. Doing so causes Spidey to swing an I-Beam from the yard in a crushing arc, slamming it into Venom.



Once you have the basic pattern down, you just need to keep up the pressure and avoid his attacks. Drop his health to nothing, then smash him with one last heavy piece of metal, and Venom goes down for good.



You aren't done yet! After the credits finish, you're dropped back in the city. At this point, the Spidey Emblems are placed around the city and become collectible. You can also still perform Crime Patrols, City Alerts, and Trick Races, as well as track down Meteorite Fragments.



With the last in this grueling series of boss battles conquered, sit back and enjoy the show, as the final cutscene of the game plays out. Roll credits, and congratulations!

TRICK RACES

The simple joy of swinging around the city with Spider-Man gains some purpose with the Trick race challenges that dot the city. After playing through several of the main storyline missions, the Trick races unlock and appear on the city map. Swing your way to any of the challenge locations to begin a Trick race.

Trick races are simply tests of Spidey's web slinging and Wall Crawling abilities. They are timed, and the game keeps track of your best runs. All the races involve swinging (or dropping, or moving) through a series of large blue targets, but the placement and difficulty of the races vary from one to the next. Needless to say, acquiring all Spider-Man's Acrobatic upgrades and the Speed upgrades in the Vaults strand of the Experience Web are necessary for the best times.

Trick races are a great way to take a break from crime fighting and the main storyline. You also earn experience for completing them—more for scoring better times. Since there's no penalty for failing, and you can unlock all the races even with slow times, it's worthwhile to do so.

RACE 1: THE RACE



HERO TIME 65 SEC

SUPERHERO TIME 25 SEC

LOCATION: Western shore, south of the World Financial District

The start of this race on the ground is simple enough, the first few targets are easy to swing through. Be careful however, as at two points during the race, you must make sharp reverses in direction. Just watch the target indicator carefully and switch Spidey's orientation when this happens.

RACE 2: MERRY GO ROUND



HERO TIME 45 SEC

SUPERHERO TIME 30 SEC

LOCATION: West of City Hall, half way up the side of a building.

This run begins with a drop off the side of the building, then a quick circular run through part of the city that ends near the Financial District. Controlled swings through the city streets are the key to hitting all the targets quickly.

RACE 3: SPEEDSTER



HERO TIME 58 SEC

SUPERHERO TIME 45 SEC

LOCATION East of the Financial District

A surprisingly technical straight race, you begin with some simple Web Swinging through targets located nicely in the middle of streets, but then a sudden direction shift demands alternating Swing Boosts and Web Zips to clear the targets, and you need to keep up a high speed while doing these transitions to get the Super Hero time. A fun race once you get the hang of it.

RACE 4: YOU WANNA GO FAST?



HERO TIME 15 SEC

SUPERHERO TIME 10 SEC

LOCATION: Between Little Italy and Chinatown

A quick drop off the top of a high building followed by a swing through a series of rings and then one final drop to the ground sums up this quick race.

This race has several targets at the start that are very close to, or on, the ground—notably the first one, which can make or break your Super Hero time. Once you get the first target out of the way, watch your Swing Boosts and be careful not to gain too much altitude on the way to the other targets, or you may swing over them.

HERO TIME	45 SEC
SUPER HERO TIME	33 SEC

LOCATION: Northwest of Battery Park



RACE 6: FEEL THE BREEZE

A simple race, drop off the building to hit the first target, then simply swing quickly, the next targets are more or less in a straight line to the west, so you can maintain some serious speed from the first drop. Just be careful of the initial target that is between two buildings; don't hit either one.

HERO TIME	25 SEC
SUPER HERO TIME	18 SEC

LOCATION: Near the Financial District



RACE 7: SEEING DOUBLE

It's all about the double jumps in this race; having the charge jump upgrades helps here, as some of the targets are a fair distance in the air. Charge your jumps as you run toward the next target, then release and jump again in mid-air to satisfy the double jump condition on the target.

HERO TIME	25 SEC
SUPER HERO TIME	18 SEC

LOCATION: Atop a building near Chinatown



RACE 8: RACE TO THE TOP

This race is a pure Wall Crawl up the Empire State Building, and there are a couple ways to hit the Super Hero time. One is to abuse the wall jump and only tap crawl as you pass through (or approach) the targets. The other is to use the Web Zip liberally to scale the building rapidly.

In either case, be extremely careful about either accidentally backflipping off the wall (by tapping jump too many times), or tapping Wall Crawl while moving quickly (generally from a jump or Web Zip), which can cause Spidey to start running on the wall, swing around a sharp corner, and then start to slide (or worse, fall) from the building.

Finishing this race unlocks race #9: Short but Sweet.

HERO TIME	1 MIN
SUPER HERO TIME	45 SEC

LOCATION: Empire State Building, south of Midtown



RACE 9: SHORT BUT SWEET

A tricky and aptly named race. The first part only calls for you to plummet off the side of the building through the target, but the remainder of the race is a helter-skelter dash for the finish line. Try to come out of the dive swinging, and make your way onto the straightaway that leads to the final target boosting all the way.

HERO TIME	40 SEC
SUPER HERO TIME	28 SEC

LOCATION: On top of a building near Lower East Side



RACE 10: LEAP OF FAITH

Ready? Fall off the edge of the Empire State Building.

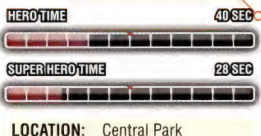
No really, that's it. Wheeeeeeeeeeeeeeee!

HERO TIME	10 SEC
SUPER HERO TIME	7 SEC

LOCATION: Empire State Building, south of Midtown



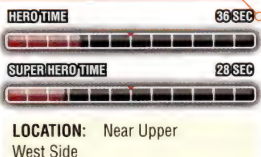
RACE 11: A WALK IN THE PARK



This quick race is mostly a test of your ability to handle the slightly odd terrain in Central Park, a marked contrast to the city streets elsewhere around town.

You must land in each target, so you have to touchdown after a swing or a zip. Otherwise, nothing tricky—move fast to hit the Super Hero time.

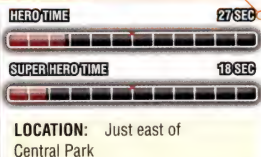
RACE 12: BOOST!



A simple test of your Swing Boosting skills, this straightforward race demands that you Swing Boost through **every** target circle. Remember that to trigger a boost, you must release the button just **before** you release the Web Swing.

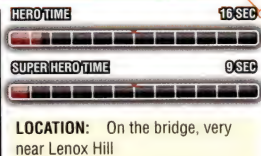
If you find your distance to a target is not ideal from a clean swing, quickly start a new one and boost out of it immediately. The target triggers as long as you are in the middle of the screen blurring boost, regardless of the distance of the swing that triggered it.

RACE 13: A SPIDER ON THE WALLS



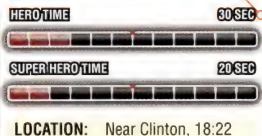
A quick practice session for wall jumping, just leap into the alley immediately in front of Spidey, then quickly wall jump up through all of the targets in rapid succession to end the race.

RACE 14: HOLD ON TIGHT



A short and simple race. Jump up onto the wall, grind to the end. That's all!

RACE 15: ZIPPY!



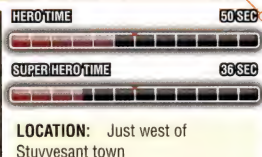
A quick Web Zip practice race, if you are careful about your altitude and aiming, you should breeze through this with a Super Hero time, and a nice pile of bonus experience.

RACE 16: AND AWAY WE GO



This is a quick and simple race, though it requires that you Web Zip, Web Swing, and Wall Grind for the finale. There are only a few targets, and the path is mostly straightforward.

RACE 17: SWING SWING



A straightforward and - literally - straight race, the challenge here is maintaining your speed and your height, without missing a target at very high speed. The run is almost due west from Stuyvesant town to Chelsea, but you have to make it the basically the entire way Swing Boosting almost perfectly to nail the Super Hero time.

RACE 18: GRIND MASTER



This is a short, but difficult, race that demands that you wall grind down the entire side of the building. However, in order to get a good time, you must jump off the side of the building and grind through the next target quickly. Since the camera is liable to swing wildly away from the side of the building when you jump, aiming your landing can be quite tricky.

The targets are positioned in such a way that you are mostly zigzagging your way to the bottom, so a few trial runs should give you a feel for the proper descent path.

RACE 19: FEELING FROGGY?

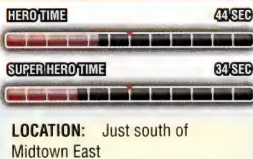
TRICK RACES
PS2/Wii

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A tricky race, no swinging involved at all. You must double jump through each target, generally from rooftop to rooftop. Remember to charge Spidey's jumps by holding the jump button as you approach the edge, then releasing and tapping it again in midair to perform the needed double jump to trigger the targets.

If you do fall a little short, be sure to wall jump back up instantly to avoid lost time. A perfect run means no falling at all.

Finishing this race unlocks race #7: Seeing Double.



RACE 20: BLAST OFF!

Talk about a tricky race! The first target is in the air above you, so charge a jump as the starting timer counts down, then leap through it and start swinging.

After a few targets, you hit a building with several targets strung around it in sequence—all of which must be crawled through. Line yourself up and Web Zip through them quickly, then start swinging again.

The last section is even more difficult, as you must land within the target areas, and the final two targets are on top of small water towers. Double jump up to the first, then do a small leap to the second to reach it without burning too much time.

Completing this race unlocks races #10 and #12, Leap of Faith and Boost!

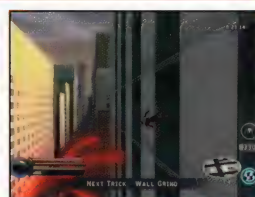


RACE 21: HOW HIGH CAN YOU FLY

Another difficult mixed race, this one challenges you to wall grind (that is, swing near the building, then release and let Spidey slip down it) through several of the targets midway through the race. There is also a Web Zip requirement on one target, though that is easy enough to achieve.

The swinging targets are also located in odd locations, so you may need to attempt the race once or twice before you get a feel for the locations. If you can perform the wall grinding section smoothly and get to the targets, Super Hero times are achievable.

Completing this race unlocks races #13, #14, and #15: A Spider on the Walls, Hold on Tight, and Zippy!

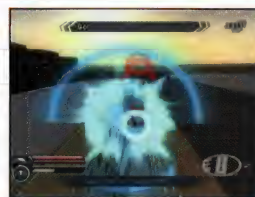
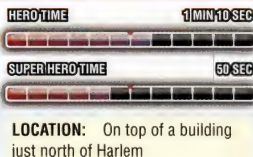


RACE 22: RACE EXTREME

This is a challenging two-stage race. Initially you must Web Zip and Wall Crawl past two buildings, and then follow up with a landing and a lengthy series of Web Swings.

You can (no pun intended) zip through the first section quickly, saving time for the Web Swinging with a little practice.

Completing this race unlocks races #11, #18, and #19: A Walk in the Park, Swing Swing, and Grind Master.

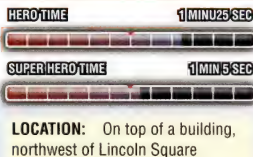


RACE 23: ON YOUR MARKS

This diverse race tests all your skills, as you must Wall Jump, Web Zip, Web Swing, Double Jump, and Wall Grind your way to victory.

Despite the varied moves required, the time limit is reasonably forgiving if you are sharp in your movements, and there aren't any tricks to the placement of the targets.

Completing this race unlocks races #3, #17, and #25: Speedster, And Away We Go, & Champions.



RACE 24: CHAMPIONS RACE

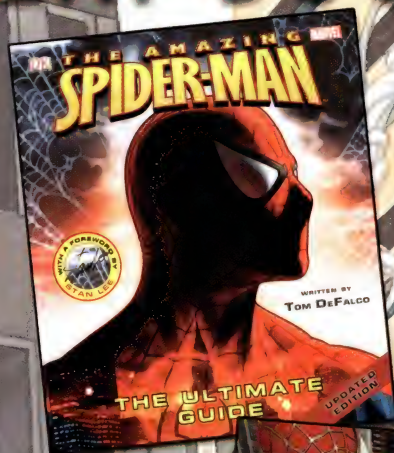
This nerve-wracking race on the bridge near Lenox Hill mostly demands that you simply Web Swing through the targets, but half are in traffic on the bridge, and two are out over the water! One slip and you have to restart.

You also need to Web Zip through a few targets on the bridge, but the main trick here is to simply control your swings, and be exceptionally careful with Swing Boosts, lest you wind up snarled in the upper parts of the bridge.

For the target over the water near the end of the race, take a long swing and wait to release (or boost if needed) at the very end of the swing, to get enough height to get back onto the bridge.



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SPIDER-MAN 3™

OFFICIAL STRATEGY GUIDE

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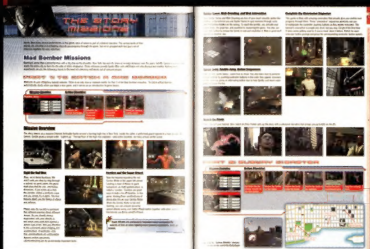
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All the Tokens found in the game are covered on this side: Apocalypse, Arsenic Candy, Order of the Dragon Tail, Skyscraper, Subway, & even those Secret Tokens!

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Secrets galore! Trick Races, Villain Photos, Spider Emblems, and the Meteorite Fragments are all shown on this side of the foldout!



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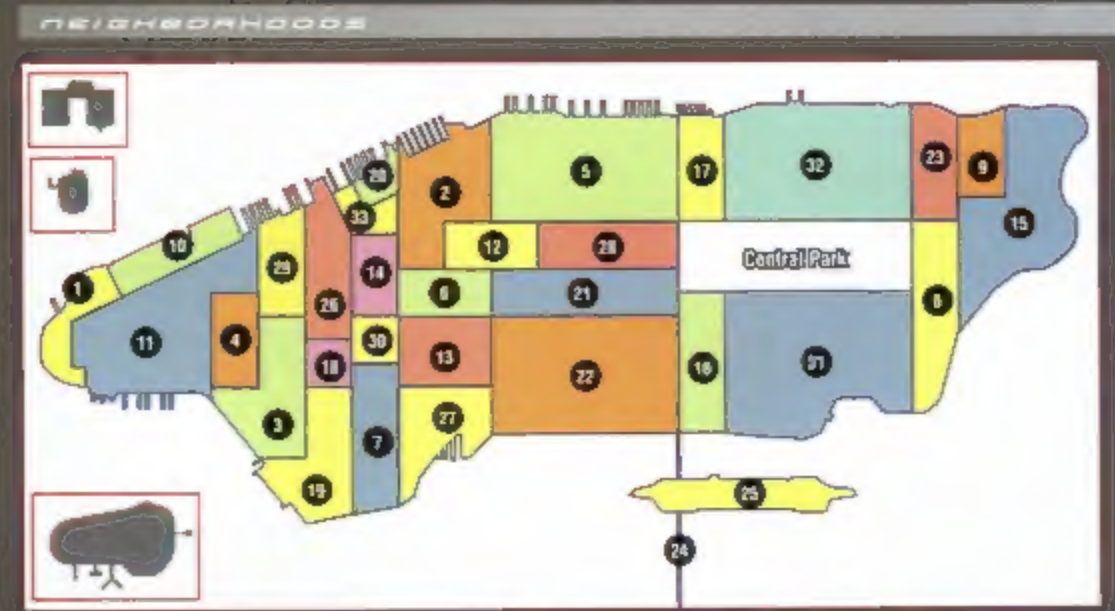
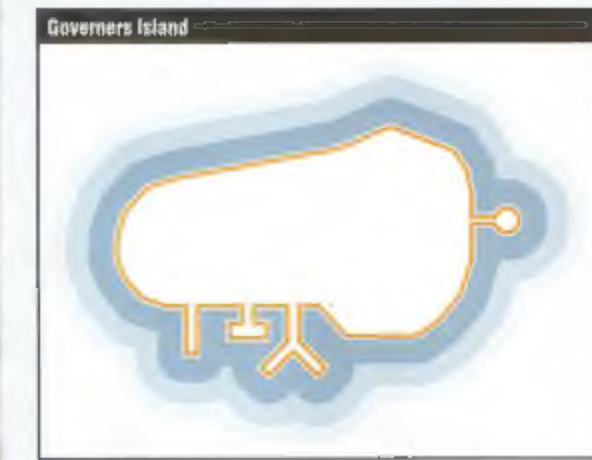
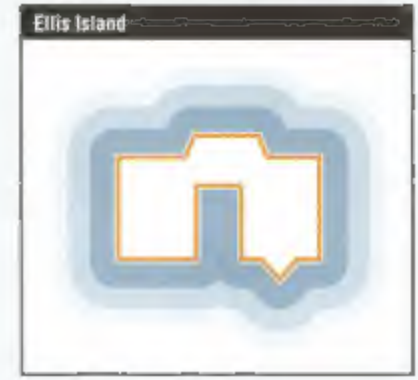


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★ We Bombed in New York	★ Reptilian Rampage	★ The Unusual Suspects	★ Wild Bat Chase	★ Family Reunion	★ The Final Showdown
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Liberty Island



Ellis Island



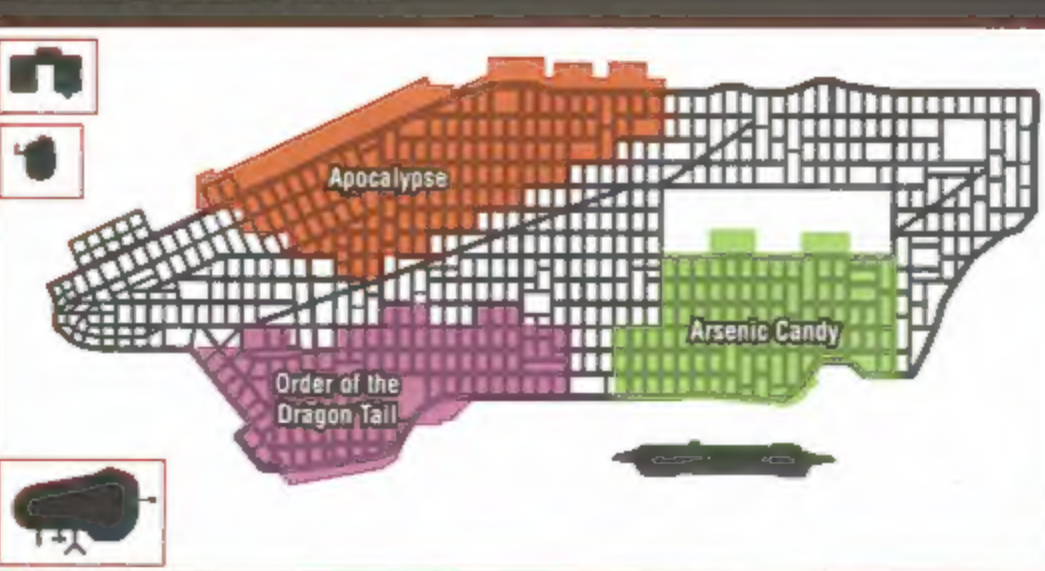
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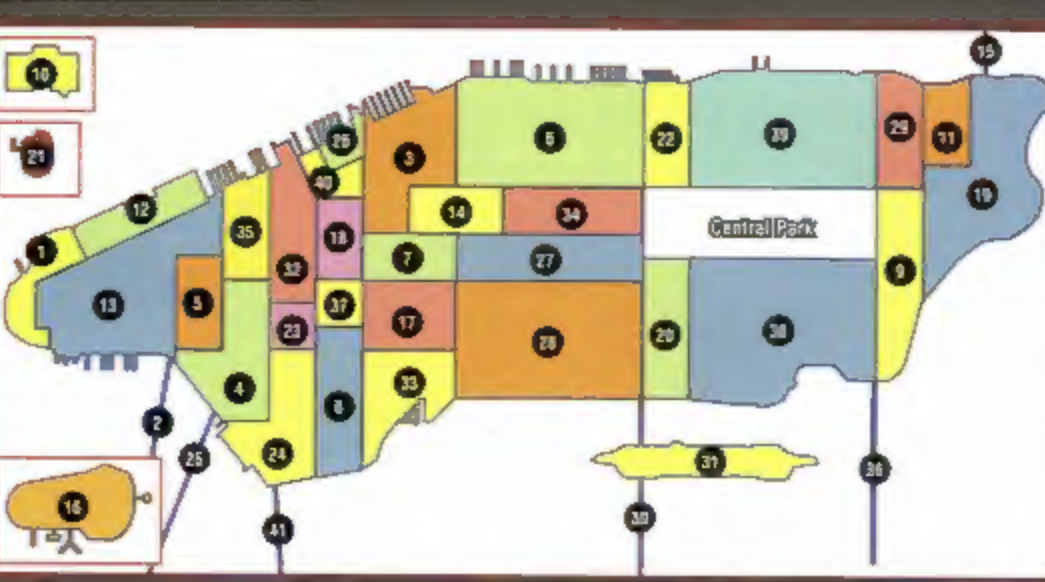
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GANG TERRITORIES



NEIGHBORHOODS



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- 2 Brooklyn Bridge
- 3 Chelsea
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- 5 City Hall
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- 8 East Village
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- 13 Financial District
- 14 Garment District
- 15 George Washington Bridge
- 16 Governors Island
- 17 Gramercy Park
- 18 Harlem
- 19 Lenox Hill
- 20 Liberty Island
- 21 Lincoln Square
- 22 Little Italy
- 23 Lower East Side
- 24 Manhattan Bridge
- 25 Meat Packing Dist.
- 26 Midtown
- 27 Midtown East
- 28 Morningside Heights
- 29 Queensboro Bridge
- 30 Roosevelt Island
- 31 SoHo
- 32 Stuyvesant Town
- 33 Theater District
- 34 Tribeca
- 35 Triborough Bridge
- 36 Union Square
- 37 Upper East Side
- 38 Upper West Side
- 39 West Village
- 40 Williamsburg Bridge